

EXHIBIT A

haynesboone

Invoice Number: 20388977
Client/Matter Number: 0034882.00063
January 31, 2008

Highland Capital Management, L.P.
ATTN: Accounting Department
13455 Noel Road, Suite 800
Two Galleria Tower
Dallas, TX 75240

Employer Identification No. 75-1312888

Requesting Attorney: Janice V. Sharry

For Professional Services Rendered From November 30, 2007 Through December 31, 2007

Delphi Corporation

PROFESSIONAL FEES

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/30/07	Debra Hatter			
12/03/07	Brandon Jones	Review and consider certain tax issues.	0.40	\$164.00
12/03/07	Kenneth K. Bezozo	Conference with Mr. Parkins regarding tax issues relating to proposed investment; review and analyze same; discuss same with Mr. Hyman; numerous telephone conferences with individuals from DR Capital, Kleinbrook Capital, SAC, Schulte Roth, Goodwin Proctor and others regarding same; review documents regarding same.	8.90	\$7,342.50
12/04/07	Fletch Johnston	Prepare for and participate on investor conference calls with Lehman Brothers concerning revised alternative proposal materials (2.0); revise proposal materials (3.9).	5.90	\$2,301.00
12/05/07	Fletch Johnston	Analyze and discuss Section 13 issues with various attorneys for investors, including with respect to potential SC13D filings	5.50	\$2,145.00

Haynes and Boone, LLP
Attorneys and Counselors
901 Main Street, Suite 3100
Dallas, Texas 75202-3789
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		and group status and beneficial ownership (1.5); prepare for and participate on investor conference calls with Lehman (1.0); review and analyze proposed committee letter (0.3); revise proposal materials, including Annex I, to reflect comments from investors (2.7).		
12/07/07	Fletch Johnston	Discuss potential Section 13 issues with Ms. Sharry and review and analyze related rules and regulations and SEC guidance.	1.00	\$390.00
12/11/07	Fletch Johnston			
12/11/07	Jermaine K. Johnson	Respond to attorney requests for docket research and copies of final orders entered in Delphi approving the disclosure statement and solicitation procedures.	1.20	\$252.00
12/12/07	Fletch Johnston	Work on Highland retail fund issues and discuss same with Ms. Sharry and Mr. Colletti.	0.80	\$312.00
12/13/07	Debra Hatter			
12/17/07	Fletch Johnston	Work on Delphi investor fee matters.	1.10	\$429.00
12/17/07	Jody L. Konick	Procure wiring instructions (.1); draft emails to investors requesting payments pursuant to the Fee Letter (.9); respond to questions/comments from investors regarding the request for payment (.3)	1.30	\$318.50
12/19/07	Jody L. Konick	Send W-9 and second copy of wiring instructions to Whitebox Advisors per their request.	0.20	\$49.00
12/20/07	Jody L. Konick	Follow up with Accounting regarding fee payments and update internal group.	0.40	\$98.00
12/20/07	Judith Elkin	Telephone conference with Mr. Druehl regarding letter to debtors (.2); review draft letter (.1); correspondence with Mr. Parkins regarding same (.1).	0.40	\$310.00
12/21/07	Jody L. Konick	Follow up with Accounting regarding fee payments.	0.20	\$49.00
12/26/07	Jody L. Konick	Contact Accounting to determine what investors have not wired fee payments (.1); send follow-up emails to each investor requesting payment (.2).	0.30	\$73.50
12/27/07	Jody L. Konick	Participate in call regarding fee payment with F. Johnston and Mr. Friedman of DK Partners and send invoice per Mr. Friedman's request (.3); participate in call regarding fee payment with F. Johnston and Mr. Kaplan of Canyon Partners and send invoice per Mr. Kaplan's request (.2)	0.50	\$122.50
12/27/07	Debra Hatter	Review position data from Greg Stuechli and correspond with Mr. Stuechli regarding same.	0.50	\$225.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
12/28/07	Jody L. Konick	Respond to Mr. Kaplan's (Canyon Partners) request for an itemized invoice.	0.20	\$49.00
12/31/07	Debra Hatter			

Total Chargeable Hours 30.30

Fees	\$15,269.00
Fee Adjustments	(\$2,290.35)
Total Fees	<u>\$12,978.65</u>

EXPENSE DETAIL

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/06/07	Travel Expense - Payee: Judith Elkin TAXI	\$2.00
12/07/07	Travel Expense - Payee: Judith Elkin TAXI	\$4.00
12/11/07	Pacer On-line Legal Research	\$16.02
12/17/07	Federal Express To: Highland Capital Management, L Attn: Patrick H. Daugherty Airbill#: 791457893676 Sender: Lenard M. Parkins	\$13.87

EXPENSE SUMMARY

<u>Description</u>	<u>Amount</u>
Federal Express	\$13.87
On-line Legal Research	\$16.02
Travel Expense	\$6.00
Total Current Costs	<u>\$35.89</u>
Total Fees and Costs (See Remittance Statement for Total Due)	<u>\$13,014.54</u>

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Delphi Corporation

The following is a summary of the time dedicated and the fees charged on an average hourly rate basis to this matter by the Firm's professional staff:

	Hours	Rate*	Fee
Judith Elkin	0.40	\$775.00	\$310.00
Debra Hatter	1.40	\$450.00	\$630.00
Kenneth K. Bezozo	8.90	\$825.00	\$7,342.50
Fletch Johnston	14.90	\$390.00	\$5,811.00
Brandon Jones	0.40	\$410.00	\$164.00
Jody L. Konick	3.10	\$245.00	\$759.50
Jermaine K. Johnson	1.20	\$210.00	\$252.00
Total	30.30		\$15,269.00

Total Chargeable Hours 30.30

Fees	\$15,269.00
Fee Adjustments	(\$2,290.35)
Total Fees	<u>\$12,978.65</u>

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
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* average hourly rate

Highland Capital Management, L.P.
ATTN: Accounting Department
13455 Noel Road, Suite 800
Two Galleria Tower
Dallas, TX 75240

ACCOUNTING RECAP

Requesting Attorney Janice V. Sharry
Delphi Corporation
Client/Matter B/M: 0034882.00063

For Professional Services Rendered From November 30, 2007 Through December 31, 2007 as follows:

<u>Fees</u>	<u>Expenses</u>	<u>Applications</u>	<u>Total Due</u>
\$12,978.65	\$35.89	\$0.00	\$13,014.54

Highland Capital Management, L.P.
ATTN: Accounting Department
13455 Noel Road, Suite 800
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Dallas, TX 75240

Client/Matter: 0034882.00063

Employer Identification Number: 75-1312888

Delphi Corporation

Requesting Attorney Janice V. Sharry

Requesting Attorney Phone: (214)651-5562

REMITTANCE PAGE

For Professional Services Rendered Through December 31, 2007

Remit to:

HAYNES AND BOONE
P.O. Box 841399
Dallas, TX 75284-1399

Total Fees	\$15,269.00
Less Adjustment	(\$2,290.35)
Adjusted Fees	\$12,978.65
Total Expenses and Services	\$35.89
Total Amount Due	<u>\$13,014.54</u>

WIRING INSTRUCTIONS FOR OPERATING ACCOUNT:

BANK OF AMERICA 100 West 33rd STREET New York, NY 10001

FOR CREDIT TO THE ACCOUNT OF HAYNES AND BOONE, LLP

ABA NO. 0260-0959-3 OPERATING ACCOUNT NO. 018-08-3729-4

SWIFT Address: BOFAUS3N

For ACH Payments

FOR CREDIT TO THE ACCOUNT OF HAYNES AND BOONE, LLP

ABA NO. 111-000-025 OPERATING ACCOUNT NO. 018-08-3729-4

PLEASE REFERENCE INVOICE NUMBER: 20388977

RESPONSIBLE ATTORNEY: Janice V. Sharry

CLIENT MATTER NUMBER: 0034882.00063

Highland Capital Management, L.P.
ATTN: Accounting Department
13455 Noel Road, Suite 800
Two Galleria Tower
Dallas, TX 75240

PLEASE RETURN WITH REMITTANCE
(all currency is quoted in US dollars)

haynesboone

Invoice Number: 20384403
Client/Matter Number: 0034882.00063
December 18, 2007

Highland Capital Management, L.P.
ATTN: Accounting Department
13455 Noel Road, Suite 800
Two Galleria Tower
Dallas, TX 75240

Employer Identification No. 75-1312888

Requesting Attorney: Janice V. Sharry

For Professional Services Rendered From November 1, 2007 Through December 18, 2007

Delphi Corporation

PROFESSIONAL FEES

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/01/07	Lenard M. Parkins	Review Delphi notice of potential amendment to DS and plan filed for Nov 9 hearing(0.8); telephone conference with P. Daugherty and transmit pleadings to Daugherty regarding changes to Appaloosa EPCA(0.5).	1.30	\$1,072.50
11/02/07	Lenard M. Parkins	Review expedited motion of Delphi to approve amendment to Appaloosa EPCA(0.5); telephone conference with B. Sheller, counsel to Equity Committee regarding objection filed by Equity Committee to new DS and plan(0.5); telephone conference with P. Daugherty regarding same(0.3).	1.30	\$1,072.50
11/02/07	Jermaine K. Johnson	Respond to L. Parkins' requests for Delphi bankruptcy case materials, including recent docket report and Delphi's amended disclosure statement and all responses/objections with respect to Delphi's amended disclosure statement.	1.20	\$252.00
11/02/07	Judith Elkin	Office conference with Mr. Parkins regarding status and discussions between Mr. Daugherty and Mr. Seigert (.2);	0.70	\$542.50

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		review EC continuance motion (.5).		
11/02/07	Janice V. Sharpy	Review materials provided by Mr. Parkins.	0.60	\$378.00
11/03/07	Judith Elkin	Review various objections filed by UCC, indenture trustees and EC to motion for approval of revised disclosure statement and motion to approve modified EPCA; correspondence with Mr. Parkins regarding same.	1.50	\$1,162.50
11/07/07	Judith Elkin	Review exit financing motion and notice of rescheduled disclosure statement hearing (.8) and discuss with Mr. Parkins (.2).	1.00	\$775.00
11/07/07	Lenard M. Parkins	Review Delphi motion to enter into exit financing and order continuing DS hearings until 11-29-07(0.5).	0.50	\$412.50
11/09/07	Lenard M. Parkins	Review Appaloosa's 13D Amendment filed with SEC regarding EPCA terminated by its on terms(0.7) review pleadings regarding objections to DS and continuance of DS hearings until November 29; transmit same to P. Daugherty(0.6).	1.30	\$1,072.50
11/09/07	Jermaine K. Johnson	Conduct SEC and Delphi bankruptcy case docket research to respond to L. Parkins' requests for information concerning the termination of Appaloosa's financial agreement with Delphi to exit bankruptcy.	2.10	\$441.00
11/09/07	Fletch Johnston	Review Appaloosa's Section 13 filings and revised documents.	1.20	\$468.00
11/13/07	Judith Elkin	Review objections of UCC, EC and others to financing motion.	1.00	\$775.00
11/14/07	Judith Elkin	Telephone conference with Ms. Sheen (Calyon) regarding Highland position on exit financing.	0.20	\$155.00
11/14/07	Lenard M. Parkins	Review pleadings and press report regarding Equity Committee intention to depose Appaloosa(0.5); review Cred Committee objection to entry into the exit financing facility; substantively an objection to the new plan and DS; send to P. Daugherty(0.6).	1.10	\$907.50
11/16/07	Judith Elkin	Review pleadings of creditors committee opposing exit financing (.5); review amendments to disclosure statement (1.4)	1.90	\$1,472.50
11/19/07	Janice V. Sharpy	Review confi agreement (.5); discuss issues with Mr. Parkins (.4); review issues relating to rights offering (.4); telephone conference with Mr. Shapiro (.3).	1.60	\$1,008.00
11/19/07	Judith Elkin	Telephone conference with Mr. Parkins (.2); review NDA and termination letter (.3); conference call with Ms Sharpy and Mr. Parkins regarding NDA interpretation, revisions to disclosure statement [REDACTED] (.5); conference call with Ms Sharpy, Mr. Parkins and Mr. Daugherty (.2); review orders	2.10	\$1,627.50

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		approving exit financing and DIP modifications (.6); review media coverage (.3).		
11/19/07	Fletch Johnston	Discuss action items and Appaloosa issues with Ms. Sharry (.3); analyze confidentiality agreement issues and discuss same with Mr. Parkins (.7).	1.00	\$390.00
11/19/07	Lenard M. Parkins	Review Highland NDA with Delphi to determine what prohibitions still exist to Highland talking with third parties regarding issues(0.8).; telephone conference with P. Daugherty regarding same(0.3).	1.10	\$907.50
11/20/07	Lenard M. Parkins	Review current draft of blacklined DS filed by Delphi to show plan changes and DS changes for 11-29-07 hearing on DS approval(0.8)	0.80	\$660.00
11/20/07	Fletch Johnston	Review, analyze and summary Appaloosa proposal issues.	1.40	\$546.00
11/20/07	Jermaine K. Johnson	Update SEC and Delphi bankruptcy case docket research previously done to respond to L. Parkins' requests for information concerning the termination of Appaloosa's financial agreement with Delphi to exit bankruptcy.	1.70	\$357.00
11/21/07	David Colletti	Discuss with Ms. Haliburton potential need for a new amendment based on dispositions and possible change in purpose of holdings (Item 4)	0.40	\$140.00
11/21/07	Lenard M. Parkins	Review Equity Committee and Official Committee objections to DS and transmit same to P. Daugherty(0.8).	0.80	\$660.00
11/23/07	David Colletti	Begin draft of 13D/A (8th amendment) as requested by Ms. Haliburton	0.30	\$105.00
11/24/07	Lenard M. Parkins	Review Delphi pleadings to extend DIP financing to 2008 and transmit same to P. Daugherty.(0.4).	0.40	\$330.00
11/25/07	Judith Elkin	Review objections of Equity Committee and Supplemental objections of Equity Committee to EPCA modification motion and to disclosure statement (2.4)	2.40	\$1,860.00
11/26/07	Judith Elkin	Telephone conference with Mr. Fox (counsel for indenture trustee) (.3); telephone conference with Ms Sharry and Mr. Daugherty (.2); review objections of UCC, Indenture Trustee, Trade Committee and certain creditor funds to EPCA revisions and disclosure statement (3.8); review transcript of November 16 hearing on exit financing commitment (.5); office conference with Mr. Parkins regarding discussions (.2),	5.00	\$3,875.00
11/26/07	Janice V. Sharry	Telephone conference with Mr. Parkins and Ms. Elkin and Mr Daugherty.	0.60	\$378.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/26/07	David Colletti	Draft 13D/A-8 as requested by Ms. Haliburton.	1.70	\$595.00
11/27/07	David Colletti	Review background materials for 13D/A-8 (.5); e-mails with Ms. Haliburton and Ms. Flack regarding threshold for filing 13D/A-8 and not having been met (.6).	1.10	\$385.00
11/27/07	Fletch Johnston	Work on Delphi matters, including Section 13 issues (1.1); review and analyze Appaloosa proposal issues (1.4).	2.50	\$975.00
11/27/07	Jermaine K. Johnson	Respond to L. Parkins' requests for Delphi bankruptcy case materials, including recent responses and objections to Delphi's amended disclosure statement.	1.80	\$378.00
11/28/07	Lenard M. Parkins	Telephone conference with M. Shapiro regarding new proposal for Delphi (0.5).	0.50	\$412.50
11/28/07	Judith Elkin	Telephone conference with Mr Daugherty with Mr. Parkins (.2); office conference with Mr. Nagi to prepare for attendance at disclosure statement and EPCA modification hearing (.5); gather necessary materials for Mr. Nagi for hearing preparation (.3).	1.00	\$775.00
11/28/07	Jason Nagi	Review hearing transcript, in preparation for hearing re plan amendments (.2). Review motion authorizing amendment to plan proposed by debtor in preparation for hearing re plan amendments (2.2).	2.60	\$1,001.00
11/29/07	Judith Elkin	Office conference with Mr. Parkins and Mr. Nagi regarding hearing continuance [REDACTED] (.2); telephone conference with Mr. Daugherty regarding same (.2); telephone conference with Mr. Shapiro regarding same (.2); conference call with Mr. Shapiro, Ms Sharry, Mr. Parkins and Mr. Nagi regarding potential structure of transaction (.8); review current structure of Appaloosa deal and compare with earlier transaction (.5); review Lehman revised plan proposal (.8); review certain provisions of plan and work on plan term sheet (1.2); telephone conference with Mr. Parkins regarding unresolved issues for conference call with group tomorrow (.3); telephone conference with Mr. Brilliant (.2); conference call with Mr. Parkins, Mr. Colletti and Mr. Johnston regarding discussions with Goodwin Proctor corporate counsel (.2).	4.60	\$3,565.00
11/29/07	Lenard M. Parkins	Communication with P. Daugherty regarding new proposal for Delphi(0.3); review Delphi pleadings on amended plan and DS with Appaloosa(1.6); review old Plan Framework Agreement and preferred stock terms for new proposal to unsecured committee and ad hoc note holders(1.1); conference calls with M. Shapiro and others at Lehman regarding revised proposals to be discussed and prepared(2.1).	5.10	\$4,207.50

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/29/07	David Colletti	Prepare for and attend call with Lehman Group, Mr. Parkins, Ms. Elkin and Ms. Sharry (1.4); review filings from Appaloosa and Delphi and compare to alternative plan proposed by Lehman (1.3); review previous filings by Highland for exhibits and letters as precedent to new potential investment (1.6); prepare for and attend call with Mr. Parkins, Ms. Elkin and Lehman Group to review new alternative proposal (1.6); call to Ms. Arel at Goodwin & Procter to discuss securities laws issues surrounding the syndication of the backstop (.2); review Appaloosa filings with respect to preferred stock (.9); draft, review and revise Series A and B Preferred Stock Term Sheets (2.9).	9.90	\$3,465.00
11/29/07	Fletch Johnston	Review and analyze Appaloosa proposal documents (2.8); telephone conferences with Lehman Brothers concerning revised proposal documents (1.2); draft proposal documents (2.4).	6.40	\$2,496.00
11/29/07	Janice V. Sharry	Telephone conference regarding potential proposal; review materials; discuss documentation.	1.50	\$945.00
11/30/07	Janice V. Sharry	Work on proposal letter (1.4); work on commitment letters (1.0); work on terms of preferred stock (2.0); telephone conferences with working group (2.0); telephone conference with Mr. Colvin regarding Section 17 issues (.6).	7.00	\$4,410.00
11/30/07	Fletch Johnston	Work on proposal matters, including proposal letter, commitment letters, and related documents (6.8); telephone conferences with investors and Lehman Brothers (.9); discuss outstanding issues and action items with Ms. Sharry and Mr. Colletti (.6); review and revise proposal documents (1.2); review and analyze Appaloosa proposal and amendments thereto (1.2).	10.70	\$4,173.00
11/30/07	David Colletti	Draft, review and revise Series A and B Preferred Term Sheets (2.9); review and revise Plan Framework Support Agreement Term Sheet (1.3); prepare for and attend call with Lehman Group, Mr. Stuecheli, potential investors, Ms. Sharry, Mr. Parkins and Ms. Elkin (2.2); review proposal letter and commitment letter form (.5); prepare for and attend call with Lehman Group, Mr. Stuecheli, Mr. Daugherty, potential investors, Ms. Sharry, Mr. Parkins and Ms. Elkin (1.8); draft, review and revise timetable of proposed potential investment and plan of reorganization (1.8); review Appaloosa and Delphi filings to answer questions from Mr. Conroy at Lehman (.3); e-mails and calls with Ms. Sharry, Ms. Elkin and Mr. Parkins (.9)	11.70	\$4,095.00
11/30/07	Lenard M. Parkins	Work on revised Delphi proposal (2.7); calls with Highland	8.50	\$7,012.50

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		and Lehman regarding same and communication with various unsecured creditors and their counsel regarding development of proposal(5.8).		
11/30/07	Judith Elkin	Work on plan term sheet including review of miscellaneous settlement motions with GM and MDL litigants to create treatment and review of pension plan treatment and corporate governance (5.0); telephone conference with Ms Sharry regarding conference call with Lehman and call with Mr. Brilliant (.3); review and comment on commitment letters and other corporate documents (.5); conference call with investor group (1.5); conference call with Mr. Parkins and Ms Sharry regarding documents (.3); conference call with Ms Sharry, Mr. Parkins and Mr. Colvin regarding fund issues (.4); conference call with investor group (.8); review revised document (.4); review Goodwin Proctor disclosures (.3); telephone conference with Mr. Brilliant and his team regarding numerous issues (3); correspondence with Ms Sharry and Mr. Parkins regarding discussions with Mr. Brilliant (.2).	10.00	\$7,750.00
11/30/07	Janice V. Sharry	Review revisions to documents (1.5); various telephone conferences regarding same (1.0); transmit to working group and prepare for conference call (.5).	3.00	\$1,890.00
12/01/07	Fletch Johnston	Work on Delphi proposal matters, including proposal letter, Annex I thereto, and related documents (8.5); prepare for and participate on investor conference calls and calls with Highland and Lehman concerning proposal matters (2.0); review and analyze existing Appaloosa proposal and proposed amendments and waivers thereto (2.5).	13.00	\$5,070.00
12/01/07	Matthew L. Fry	Research at the request of Ms. Sharry rights offerings by other corporations that have been conducting in bankruptcy, specifically with respect to the treatment of how these rights are tradable.	2.50	\$612.50
12/01/07	Jody L. Konick	Research transferability of rights at the request of Jan Sharry.	2.40	\$588.00
12/01/07	Judith Elkin	Conference call with Lehman to review deal documents (2.3); revise plan term sheet (1.4); prepare fee sharing letter (.5); correspondence with various parties regarding comments and revise documents accordingly (1.2); review revised corporate transaction documents and comment on same (2.6); review Lehman revisions (.6); telephone conference with Mr. Parkins regarding plan issues (.3).	8.90	\$6,897.50
12/01/07	Janice V. Sharry	Attend conference call regarding documents (3.0); work on revisions to same and transmit revisions to working group (3.0).	6.00	\$3,780.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
12/01/07	David Colletti	Review form of confidentiality agreement per questions from potential investor group (.7); review timeline and revise per comments from Mr. Parkins and Ms. Elkin prior to call (.4); prepare for and attend conference call with Lehman group, Highland group, Mr. Parkins, Ms. Elkin, Mr. Johnston and Ms. Sharry to discuss drafts of documents, deal terms and proceeding (2.6); revise exhibits to proposal letter per comments from parties on conference call and prepare drafts for entire potential investors group (3.6); review Appaloosa investment agreement and other sample rights offerings regarding the ability to trade rights with respect to structuring the deal and offering and summarize research (3.3); begin drafting Schedule 13D/A that would be necessary if definitive documents are executed (.8); e-mails/calls with Mr. Conroy, Ms. Sharry, Mr. Parkins, Mr. Stuecheli and Lehman group (1.5); review revised drafts of proposed letter and exhibits for investors and revise further (1.4); review Appaloosa filings to compile Appaloosa investment agreement based on all amendments, waivers and restatements (1.5)	15.80	\$5,530.00
12/01/07	Lenard M. Parkins	Work on documents for possible proposal from bond holders to Delphi and to Committee(3.6); numerous telephone conferences with M. Shapiro and other bond holders regarding possible proposal(2.2); internal telephone conference with J. Sharry , D. Colletti, F. Johnston and J. Elkin regarding documents(1.3).	7.10	\$5,857.50
12/02/07	Lenard M. Parkins	Review and revise documents for possible proposal to Delphi and Committee from certain bond holder(2.1); extended telephone conference with other bond holders and their counsel and M. Shapiro regarding possible proposal(2.3); telephone conference with J. Sharry and J. Elkin regarding possible proposal and issues raised in calls(0.7).	5.10	\$4,207.50
12/02/07	Fletch Johnston	Prepare for and participate on multiple drafting conference calls with external working group and investors and revise draft alternative proposal documents accordingly.	14.00	\$5,460.00
12/02/07	David Colletti	Answer follow-up questions on ability to trade rights and rights and restrictions in the Appaloosa investment agreement (.9); prepare for and attend conference call with investors, Lehman group, Mr. Stuecheli, Mr. Daugherty, Mr. Parkins, Ms. Sharry, Ms. Elkin, Mr. Johnston, Goodwin Procter and Schulte Roth representatives (2.9); revise proposal letter and exhibits based on comments and agreements from investors on call (3.9); review issues on Section 13d, beneficial ownership and potential filings needed for call with Goodwin Procter and Schulte Roth (.8); prepare for and attend call with Schulte Roth,	14.60	\$5,110.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		Goodwin Procter and Ms. Sharry regarding Section 13d issues (.9); draft and review Schedule 13D/A based on proposed documents to be ready to file if documents are executed (2.1); e-mails and calls with certain investors, personnel at Lehman and attorneys for investors with respect to comments to documents and questions (2.2); review Appaloosa investment agreement to compare to and comment on annex I to proposal letter (.9)		
12/02/07	Janice V. Sharry	Attend various conference calls regarding documents (5.0); work on various issues (1.0); review and revise documents (3.0).	9.00	\$5,670.00
12/02/07	Judith Elkin	Conference call with investment group, counsel and Lehman (2.8); revise fee sharing letter and distribute (.4); revise plan term sheet (.6); conference call with Mr. Parkins and Mr. Brilliant (1.0); review plan waterfall and discuss with Mr. Parkins (.6); revise plan term sheet (.2); conference call with H&B team regarding miscellaneous issues (.4); review revised corporate documents (1.2); telephone conference with Mr. Desai regarding questions on plan term sheet (.2); review further revised documents (.5); correspondence with Mr. Brilliant regarding various issues (.3); review final documents (.3).	8.50	\$6,587.50
12/02/07	Jody L. Konick	Draft signatory blocks for Proposal Letter and Equity Commitment Letter; make revisions to the Fee Letter, Timeline, Plan Framework Term Sheet and Series A Preferred Term Sheet.	4.60	\$1,127.00
12/02/07	Matthew L. Fry	Review and revise at the request of Ms. Sharry the Proposal Letter, Timeline for Reorganization, Series A Preferred Term Sheet, Series B Term Sheet, and Proposal Letter Plan Framework Support Term Summary, checking for consistency in defined terms amongst all documents; office conference with Mr. Colletti, Mr. Johnston, and Ms. Konick regarding same.	3.60	\$882.00
12/03/07	David Colletti	Draft and review Schedule 13D/A for potential filing based on proposed agreements and package for investors (2.1); prepare for and attend multiple conference calls with investors, Lehman, Goodwin Procter, Schulte, Mr. Stuecheli, Mr. Parkins, Mr. Bezozo, Ms. Elkin, Ms. Sharry and Mr. Johnston (3.6); prepare for and attend call with Mr. Bezozo and tax attorney at Goodwin Procter to discuss tax issues for off-shore funds and comments to documents (.9); calls with Mr. Reilly and Mr. Brilliant at Goodwin Procter to discuss corporate issues and comments to documents (1.6); continue to revise and send out documents per comments from the investors and their	15.10	\$5,285.00

Invoice Number: 20384403
Client/Matter Number: 0034882.00063

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		attorneys and Lehman (3.9); e-mails and calls with investors, Lehman, Goodwin, Mr. Stuecheli, Mr. Parkins, Mr. Bezozo, Ms. Sharry and Ms. Elkin regarding documents, issues and comments (2.1); revise proposal letter and exhibit based on Lehman comments (.9)		
12/03/07	Matthew L. Fry	Update Plan term sheet to reflect approved changes; office conference with Ms. Sharry, Mr. Colletti, Mr. Johnston, and Ms. Konick regarding same.	1.00	\$245.00
12/03/07	Jody L. Konick	Participate in conference call regarding revisions with J. Sharry, F. Johnston, D. Colletti and M. Fry (.5); revise signature pages for the Proposal Letter and Equity Commitment letter, distribute to investors, follow up with investors (multiple times) and provide updates to internal group with respect to the signature pages received (3.9).	4.40	\$1,078.00
12/03/07	Judith Elkin	Conference call with group regarding miscellaneous issues (.5); telephone conference with Mr. Parkins regarding 2019 issues (.2); telephone conference with Mr. Gold regarding 2019 issues (.2); review and revise plan term sheet per miscellaneous comments (.5); conference call with group to discuss stats (.5); telephone conference with Mr. Shapiro regarding status (.2); telephone conference with Mr. Parkins and Mr. Brilliant (.5); conference call with group regarding status (.5); telephone conference with Mr. Shapiro re funding (.2); conference call with group regarding status update (.3); review revised documents (.6); conference call with group regarding status (.5); discuss tax issues with Mr. Bezozo (.2); telephone conference with Mr. Brilliant regarding miscellaneous drafting issues [REDACTED] (.5).	5.40	\$4,185.00
12/03/07	Janice V. Sharry	Work on revisions to documents (6.0); extended conference calls regarding same (6.0).	12.00	\$7,560.00
12/03/07	Fletch Johnston	Prepare for investor conference call (.4); revise draft Annex I to proposal letter (.5); telephone conferences with internal working group concerning Delphi proposal (2.5); revise and distribute proposal matter documents to investor group (3.1); participate on additional investor conference calls (1.3); work on Delphi proposal matters, including Annex I to proposal letter (3.6); review and analyze Section 13 issues (1.1).	12.50	\$4,875.00
12/03/07	Lenard M. Parkins	Work on possible proposal to Delphi from certain bond holders(1.3); numerous extended telephone conferences with M. Shapiro, Highland and other bond holders and counsel regarding possible proposal and issues related thereto(2.9).	4.20	\$3,465.00
12/04/07	Lenard M. Parkins	Work on possible proposal from certain bond holders to Delphi	8.90	\$7,342.50

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		and Committee(1.7); numerous extended telephone conferences with other bond holders , Highland and M. Shapiro and various counsel regarding proposal and status thereof(3.1); work on letter from Highland to Chair of the unsecured creditors committee (3.2); telephone conference with J. Elkin and P. Daugherty regarding same(0.5); telephone conference with R. Rosenberg, counsel to Committee, regarding possible bond holder proposal(0.4).		
12/04/07	Jody L. Konick	Distribute revised fee letter to outstanding signatories; provide status report to F. Johnston and D. Colletti.	0.20	\$49.00
12/04/07	Janice V. Sharry	Work on revisions to documents (1.9); attend conference calls (2.1).	4.00	\$2,520.00
12/04/07	David Colletti	Revise proposal letter and exhibits based on comments from Lehman and questions from Goodwin (1.6); review Appaloosa investment agreement per questions from Mr. Stuecheli as to conditions to closing and termination rights and begin summarizing in e-mail (1.9); e-mails and calls with Lehman group, Goodwin Procter, Schulte, Highland, Ms. Sharry, Mr. Parkins and Ms. Elkin regarding comments and questions from revised documents sent last night (1.1); prepare for and attend conference call with investors, Lehman, Goodwin Procter, Schulte, Mr. Stuecheli, Mr. Daugherty, Ms. Sharry, Ms. Elkin and Mr. Parkins regarding documents, proposal, status of proposal and new Appaloosa proposal at Delphi (1.0)	5.60	\$1,960.00
12/04/07	Judith Elkin	Review Debtors' amendments to plan and disclosure statement (1.5); telephone conference with Ms Sharry regarding same (.2); telephone conference with Mr. Parkins regarding same; correspondence with Mr. Shapiro regarding same (.2); telephone conference with Mr. Parkins and Mr. Rosenberg regarding same (.3); review and respond to inquiry from Mr. Conroy on waterfall for proceeds of warrants and equity rights (.3); [REDACTED] (.6); discussions with Mr. Daigle and debtors' plan and disclosure statement revisions (.6); review correspondence regarding UCC comments (.2); telephone conference with Mr. Shapiro regarding additional discussions with Jefferies (.3); [REDACTED] (.2); telephone conference with Mr. Brilliant regarding status (.2).	4.60	\$3,565.00
12/05/07	Jody L. Konick	Update distribution lists; provide update to internal team.	0.70	\$171.50
12/05/07	Lenard M. Parkins	Work on objection to DS and EPCA for filing with the Court(3.5); two telephone conference with P. Daugherty and G. Stuecheli regarding Delphi situation and alternative transaction(0.6).numerous calls with M. Shapiro regarding DS	6.20	\$5,115.00

Invoice Number: 20384403
Client/Matter Number: 0034882.00063

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		hearings and objections to be filed(1.4); three telephone conference with A. Brilliant regarding other bond holder objections [REDACTED] for hearing on EPCA objection and DS objection(0.7).		
12/05/07	David Colletti	Prepare for and attend conference call with Lehman group, potential investor group, Highland, Ms. Sharry, Mr. Parkins, Ms. Elkin, Goodwin Procter, Schulte and others (1.2); review drafts of documents circulated last and revise per conference call and send to potential participants (.7); call with Mr. O'Reilly regarding comments from his clients (.3); revise documents further per comments from Goodwin and potential participants (.5); prepare for and attend conference call with Lehman group, potential investor group, Highland, Ms. Sharry, Mr. Parkins, Ms. Elkin, Goodwin Procter, Schulte and others (.9); review potential Section 13 filing issues and objection filed in light of such issues (.6); e-mails/calls with various members of Lehman group, Goodwin Procter, Ms. Elkin, Mr. Parkins and Ms. Sharry (.9)	5.10	\$1,785.00
12/05/07	Kim Morzak	Coordinate service of objection to further proposed amendments to disclosure statement (.3); draft and file certificate of service for same (.5).	0.80	\$160.00
12/05/07	Janice V. Sharry	Attend conference calls regarding status of proceedings (2.0); review materials to be filed in Court (1.0); discuss issues regarding proposal (1.0).	4.00	\$2,520.00
12/05/07	Judith Elkin	Correspondence with Mr. Parkins regarding client's request to send letter to chair of UCC and telephone conference with Mr. Parkins regarding same (.3); review and revised draft letter and related riders (1.0) telephone conference with Mr. Parkins regarding same and regarding indenture trustee notification (.2); review and revise letter and incorporate comments of clients and Mr. Shapiro (1.7); telephone conference with Ms Sharry regarding SEC issue (.2); telephone conference with Mr. Brilliant regarding status (.2); conference call with group (1.4); review comparison of deals received from UCC (.2); conference call with Ms Sharry, Mr. Parkins and Mr. Shapiro (.3); conference call with Mr. Brilliant. Mr. Dreuhl and Mr. Parkins regarding structure (.2); conference call with Ms Sharry and Mr. Daugherty regarding status (.2); prepare objection to disclosure statement modifications and EPCA modifications (1.5); review comments on draft objection and numerous revisions to same (2.8); conference call with group regarding update (.6); telephone conference with Mr. Shapiro regarding status and comments on draft objection (.3); office conference with Mr. Parkins regarding status on discussions with UCC	14.90	\$11,547.50

Invoice Number: 20384403
Client/Matter Number: 0034882.00063

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Page 12

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		(.3); numerous telephone conferences with Mr. Brilliant regarding comments on objection (.5); telephone conference with Mr. Steucheli regarding objection (.3); telephone conference with Mr. Shapiro regarding objection (.3); review UCC supplemental objection and miscellaneous other objections regarding EPCA and disclosure statement hearing (2.4).		
12/05/07	Judith Elkin	Review debtors' motion to retain environmental consultant and motion to reject miscellaneous executory contracts (.5).	0.50	\$387.50
12/06/07	Judith Elkin	Prepare potential insert to Debtors' disclosure statement and discuss with Ms Sharry and Mr. Parkins (1.0); court appearance at hearing on approval of modifications to EPCA (10.5).	11.50	\$8,912.50
12/06/07	Janice V. Sharry	Follow up on hearing and discuss results.	0.60	\$378.00
12/06/07	Lenard M. Parkins	Attend hearing on EPCA and DS approval in Bankruptcy Court(4.8){attended hearing for period of 9 hours } ; work on language for DS insert and telephone conference with J. Sharry regarding same(1.1).	1.10	\$907.50
12/06/07	Lenard M. Parkins	Attend hearings on DS and EPCA (4.6)	4.60	\$3,795.00
12/07/07	Lenard M. Parkins	Atrtend hearing to hear EPCA ruling and DS approval and changes agreed to by Court with respect to objections filed(3.4). telephone conference with P. Daugherty and G. Stuecheli regarding same and with M. Shapiro regarding same(0.7).	4.10	\$3,382.50
12/07/07	David Colletti	Discuss potential Schedule 13D issues with Ms. Sharry based on press releases from Delphi (.2); review potential revised alternative plans from Lehman (.6)	0.80	\$280.00
12/07/07	Judith Elkin	Revise insert language per UCC comments (.3); court appearance at debtors' disclosure statement hearing and argue objections to same (8.0); correspondence to Mr. Butler regarding disclosure statement revisions (.1); telephone conference with Mr. Heroy regarding potential investors (.3).	8.70	\$6,742.50
12/09/07	Judith Elkin	Review Debtors' changes pages to disclosure statement, plan, related exhibits and solicitation order (3.3); review miscellaneous comments from other counsel on same (.5); correspondence with Mr. Parkins regarding same (.2).	4.00	\$3,100.00
12/10/07	Judith Elkin	Telephone conference with Mr. Parkins regarding comments on disclosure statement insertion regarding alternative proposal and distributed H&B comments on same to Skadden and group (.3); review revisions to same (.2); telephone conference with Ms Marfiotes regarding revisions (.3); telephone conference with Mr. Stuart regarding same (2.);	1.70	\$1,317.50

Invoice Number: 20384403
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		telephone conference with Mr. Parkins and Mr. Brilliant regarding confirmation objections (.4); telephone conference with Mr. Shapiro regarding status (.3).		
12/11/07	Judith Elkin	Review entered orders and revised documents for confirmation (2.5); telephone conference with Mr. Parkins regarding trading issues and record date (.2).	2.70	\$2,092.50
12/14/07	Jody L. Konick	Create updated investor list for purposes of requesting fee payments.	0.10	\$24.50
Total Chargeable Hours			391.20	
Total Fees				<u>\$224,461.50</u>

EXPENSE DETAIL

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/02/07	Pacer On-line Legal Research	\$83.31
11/09/07	GSI On-line Legal Research	\$34.90
11/29/07	617/570-1067 from x5017 @ 5:30:00PM BOSTON MA	\$0.15
11/30/07	212/526-9830 from x5017 @ 5:50:00PM NEWYORKCTY NY	\$0.15
11/30/07	Secretarial Overtime Expense Debbi Ludlum	\$40.00
12/01/07	Secretarial Overtime Expense Debbi Ludlum	\$160.00
12/02/07	Secretarial Overtime Expense Debbi Ludlum	\$300.00
12/03/07	Copies: 6 @ 15:33	\$0.90
12/03/07	212/813-8876 from x5017 @ 4:59:00PM NEWYORKCTY NY	\$2.85

Invoice Number: 20384403
Client/Matter Number: 0034882.00063

December 18, 2007
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EXPENSE SUMMARY

<u>Description</u>	<u>Amount</u>
Long Distance Phone Expense	\$3.15
On-line Legal Research	\$118.21
Photocopy Expense	\$0.90
Secretarial Overtime Expense	\$500.00
Total Current Costs	<u>\$622.26</u>
Total Fees and Costs <i>(See Remittance Statement for Total Due)</i>	<u>\$225,083.76</u>

Invoice Number: 20384403
Client/Matter Number: 0034882.00063

December 18, 2007
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Delphi Corporation

The following is a summary of the time dedicated and the fees charged on an average hourly rate basis to this matter by the Firm's professional staff:

	Hours	Rate*	Fee
Judith Elkin	102.80	\$775.00	\$79,670.00
Lenard M. Parkins	64.00	\$825.00	\$52,800.00
Janice V. Sharry	49.90	\$630.00	\$31,437.00
David Colletti	82.10	\$350.00	\$28,735.00
Fletch Johnston	62.70	\$390.00	\$24,453.00
Matthew L. Fry	7.10	\$245.00	\$1,739.50
Jody L. Konick	12.40	\$245.00	\$3,038.00
Jason Nagi	2.60	\$385.00	\$1,001.00
Jermaine K. Johnson	6.80	\$210.00	\$1,428.00
Kim Morzak	0.80	\$200.00	\$160.00
Total	391.20		\$224,461.50

Total Chargeable Hours 391.20

Total Fees \$224,461.50

EXPENSE DETAIL

* average hourly rate

Highland Capital Management, L.P.
ATTN: Accounting Department
13455 Noel Road, Suite 800
Two Galleria Tower
Dallas, TX 75240

ACCOUNTING RECAP

Requesting Attorney Janice V. Sharry
Delphi Corporation
Client/Matter B/M: 0034882.00063

For Professional Services Rendered From November 1, 2007 Through December 18, 2007 as follows:

<u>Fees</u>	<u>Expenses</u>	<u>Applications</u>	<u>Total Due</u>
\$224,461.50	\$622.26	\$0.00	\$225,083.76

Highland Capital Management, L.P.
ATTN: Accounting Department
13455 Noel Road, Suite 800
Two Galleria Tower
Dallas, TX 75240

Client/Matter: 0034882.00063

Employer Identification Number: 75-1312888

Delphi Corporation

Requesting Attorney Janice V. Sharry

Requesting Attorney Phone: (214)651-5562

REMITTANCE PAGE

For Professional Services Rendered Through December 18, 2007

Remit to:

HAYNES AND BOONE
P.O. Box 841399
Dallas, TX 75284-1399

Total Fees	\$224,461.50
Total Expenses and Services	\$622.26
Total Amount Due	<u>\$225,083.76</u>

WIRING INSTRUCTIONS FOR OPERATING ACCOUNT:

BANK OF AMERICA 100 West 33rd STREET New York, NY 10001

FOR CREDIT TO THE ACCOUNT OF HAYNES AND BOONE, LLP
ABA NO. 0260-0959-3 OPERATING ACCOUNT NO. 018-08-3729-4
SWIFT Address: BOFAUS3N

For ACH Payments

FOR CREDIT TO THE ACCOUNT OF HAYNES AND BOONE, LLP
ABA NO. 111-000-025 OPERATING ACCOUNT NO. 018-08-3729-4
PLEASE REFERENCE INVOICE NUMBER: 20384403
RESPONSIBLE ATTORNEY: Janice V. Sharry
CLIENT MATTER NUMBER: 0034882.00063

haynesboone

Invoice Number: 20371854
Client/Matter Number: 0034882.00063
September 25, 2007

Highland Capital Management, L.P.
ATTN: Accounting Department
13455 Noel Road, Suite 800
Two Galleria Tower
Dallas, TX 75240

Employer Identification No. 75-1312888

Requesting Attorney: Janice V. Sharry

For Professional Services Rendered From August 1, 2007 Through August 31, 2007

Delphi Corporation

PROFESSIONAL FEES

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
08/01/07	Thom Wisinski			
08/01/07	Judith Elkin	Telephone conference with Mr. Hogan regarding document list (.2); review exhibit list (.2); correspondence with Mr. Daugherty regarding [REDACTED] exhibit list (.2); correspondence with Ms Sharry regarding exhibits (.2); correspondence with Mr. Hogan regarding exhibits (.1); correspondence with Mr. Hogan regarding confidentiality issues (.2).	1.10	\$797.50
08/01/07	Janice V. Sharry			
08/01/07	Ashley Shurtleff			
08/01/07	Jacqueline Shipchandle			

Haynes and Boone, LLP
Attorneys and Counselors
901 Main Street, Suite 3100
Dallas, Texas 75202-3789
Phone: 214.651.5000
Fax: 214.651.5940
www.haynesboone.com

Invoice Number: 20371854
Client/Matter Number: 0034882.00063

September 25, 2007
Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
08/02/07	Jacqueline Shipchandle			
08/02/07	Janice V. Sharry	Review status and issues regarding bankruptcy filings.	1.00	\$595.00
08/02/07	Judith Elkin	Review debtors' reply (.6); discuss with Ms Sharry (.2); court appearance at hearing on Appaloosa transaction and discussions with Mr. Broude and Red Brick Capital after hearing (1.7); correspondence with clients regarding same (.2)	2.70	\$1,957.50
08/02/07	Thom Wisinski	Preparation of materials for attorney review and destruction.	1.30	\$611.00
08/02/07	Ashley Shurtleff	Coordinate with Representatives to obtain certifications that all material to be destroyed has been destroyed (1.1 hours);	3.50	\$980.00
08/03/07	Ashley Shurtleff	Coordinate distribution of letter to Mr. Sheehan (1.2 hours); review attorney e-mails (1.6 hours).	2.80	\$784.00
08/03/07	Stacy Brainin	Review compliance status correspondence to Delphi.	0.30	\$172.50
08/03/07	Janice V. Sharry	Review letter to be executed by Mr. Colvin (.3); discuss status of review (.4).	0.70	\$416.50
08/03/07	Jacqueline Shipchandle	Work on compliance with document return request, including preparation of letter to Mr. Sheehan from Mr. Colvin regarding status update.	2.00	\$810.00
08/06/07	Jacqueline Shipchandle	Conference with Ms. Shurtleff and Mr. Wisinski regarding status of electronic review (.5); work on certification of destruction/document return to Delphi (1.7).	2.20	\$891.00
08/06/07	Janice V. Sharry	Discuss issues regarding materials and certifications.	0.20	\$119.00
08/06/07	Ashley Shurtleff	Prepare for and attend meeting	0.90	\$252.00
08/07/07	Ashley Shurtleff	Negotiate and revise the certification of destruction from Lehman Brothers.	1.80	\$504.00
08/07/07	Jacqueline Shipchandle	Work on certification issues.	2.60	\$1,053.00
08/07/07	Stacy Brainin	Correspondence regarding status of compliance.	0.50	\$287.50
08/07/07	Judith Elkin	Review settlement motion with IUE-CWA (.8) and IUOE, IBEW, IAM (.7).	1.50	\$1,087.50

Invoice Number: 20371854
Client/Matter Number: 0034882.00063

September 25, 2007
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
08/08/07	Jacqueline Shipchandle	Work on certification of destruction/return of Delphi materials.	4.50	\$1,822.50
08/08/07	Angela M. Josephs	Conferences regarding destruction of Delphi documents; telephone conferences regarding destruction of same; obtain destruction certificate and forward to file.	1.30	\$253.50
08/08/07	Janice V. Sharry	Work on issues regarding certifications.	0.60	\$357.00
08/08/07	Ashley Shurtleff	Prepare documents for return to Delphi (1.8 hours); [REDACTED] (0.8 hour).	2.60	\$728.00
08/09/07	Ashley Shurtleff	[REDACTED]	0.90	\$252.00
08/09/07	Jacqueline Shipchandle	Prepare certification materials.	0.50	\$202.50
08/15/07	Ashley Shurtleff	Review [REDACTED] from Lehman to be delivered to Delphi Corporation.	0.80	\$224.00
08/16/07	Judith Elkin	Review legal memorandum on ability to seek reimbursement of fees and expenses under substantial contribution rules (.5); revise memo for direction to client and discuss with Mr. Parkins (.8).	1.30	\$942.50
08/22/07	Janice V. Sharry	Various office conferences regarding termination of Pestillo relationship and other clean-up matters.	0.50	\$297.50
08/22/07	Fletch Johnston	Work on Pestillo termination agreement and discuss same with Ms. Sharry; review, analyze and summarize trading restrictions contained in Delphi NDA.	1.20	\$402.00
08/22/07	Jacqueline Shipchandle	Work on certification issues.	0.20	\$81.00
08/23/07	Fletch Johnston	Telephone conferences with Mr. Stuecheli, Ms. Sharry and Mr. Parkins concerning Pestillo engagement and agreement and related issues; review engagement letter; draft termination notice and distribute same to Mr. Stuecheli.	1.30	\$435.50
08/24/07	Fletch Johnston	Discuss Pestillo termination notice with Mr. Stuecheli and coordinate execution of document.	0.50	\$167.50
08/27/07	Jacqueline Shipchandle	Review and analyze Lehman certification (.3); prepare correspondence from Mr. Colvin regarding same (.3).	0.60	\$243.00
08/28/07	Jacqueline Shipchandle	Work on compliance certification.	0.30	\$121.50
08/29/07	Jacqueline Shipchandle	Work on compliance certification.	1.00	\$405.00

Invoice Number: 20371854

September 25, 2007

Client/Matter Number: 0034882.00063

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
08/30/07	Ashley Shurtleff	Distribute the final certification [REDACTED] [REDACTED] to Mr. Sherbin, Mr. Butler, and other parties entitled to be copied on the distribution.	0.80	\$224.00

Total Chargeable Hours 56.10

Total Fees \$23,432.00

EXPENSE SUMMARY

<u>Description</u>	<u>Amount</u>
AT&T Credit Card Call	\$1.43
Fax	\$17.00
Federal Express	\$465.32
Hotel Expense	\$563.04
Local Fax	\$29.00
Long Distance Phone Expense	\$0.75
Meals	\$11.49
On-line Legal Research	\$842.23
Photocopy Expense	\$3.30
Travel Expense	\$591.55

Total Current Costs \$2,525.11

Total Fees and Costs (See Remittance Statement for Total Due) \$25,957.11

Invoice Number: 20371854
Client/Matter Number: 0034882.00063

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Delphi Corporation

The following is a summary of the time dedicated and the fees charged on an average hourly rate basis to this matter by the Firm's professional staff:

	Hours	Rate*	Fee
Stacy Brainin	0.80	\$575.00	\$460.00
Judith Elkin	6.60	\$725.00	\$4,785.00
Janice V. Sharry	5.00	\$595.00	\$2,975.00
Thom Wisinski	3.60	\$470.00	\$1,692.00
Jacqueline Shipchandler	17.90	\$405.00	\$7,249.50
Fletch Johnston	3.00	\$335.00	\$1,005.00
Ashley Shurtleff	17.90	\$280.00	\$5,012.00
Angela M. Josephs	1.30	\$195.00	\$253.50
Total	56.10		\$23,432.00

* average hourly rate

Highland Capital Management, L.P.
ATTN: Accounting Department
13455 Noel Road, Suite 800
Two Galleria Tower
Dallas, TX 75240

ACCOUNTING RECAP

Requesting Attorney Janice V. Sharry
Delphi Corporation
Client/Matter B/M: 0034882.00063

For Professional Services Rendered From August 1, 2007 Through August 31, 2007 as follows:

<u>Fees</u>	<u>Expenses</u>	<u>Applications</u>	<u>Total Due</u>
\$23,432.00	\$2,525.11	\$0.00	\$25,957.11

Highland Capital Management, L.P.
ATTN: Accounting Department
13455 Noel Road, Suite 800
Two Galleria Tower
Dallas, TX 75240

Client/Matter: 0034882.00063

Employer Identification Number: 75-1312888

Delphi Corporation

Requesting Attorney Janice V. Sharry

Requesting Attorney Phone: (214)651-5562

REMITTANCE PAGE

For Professional Services Rendered Through August 31, 2007

Remit to:

HAYNES AND BOONE
P.O. Box 841399
Dallas, TX 75284-1399

Total Fees	\$23,432.00
Total Expenses and Services	\$2,525.11
Total Amount Due	<u>\$25,957.11</u>

WIRING INSTRUCTIONS FOR OPERATING ACCOUNT:

BANK OF AMERICA 100 West 33rd STREET New York, NY 10001

FOR CREDIT TO THE ACCOUNT OF HAYNES AND BOONE, LLP
ABA NO. 0260-0959-3 OPERATING ACCOUNT NO. 018-08-3729-4
SWIFT Address: BOFAUS3N

For ACH Payments

FOR CREDIT TO THE ACCOUNT OF HAYNES AND BOONE, LLP
ABA NO. 111-000-025 OPERATING ACCOUNT NO. 018-08-3729-4
PLEASE REFERENCE INVOICE NUMBER: 20371854
RESPONSIBLE ATTORNEY: Janice V. Sharry
CLIENT MATTER NUMBER: 0034882.00063

haynesboone

Invoice Number: 20367042
Client/Matter Number: 0034882.00063
August 20, 2007

Highland Capital Management, L.P.
ATTN: Accounting Department
13455 Noel Road, Suite 800
Two Galleria Tower
Dallas, TX 75240

Employer Identification No. 75-1312888

Requesting Attorney: Janice V. Sharry

For Professional Services Rendered From June 22, 2007 Through July 31, 2007

Delphi Corporation

PROFESSIONAL FEES

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/22/07	Allison Heo	Draft due diligence memorandum (5.0); coordinate production of due diligence memorandum by other reviewers (1.5); coordinate document request with Skadden (0.5).	7.00	\$1,855.00
06/30/07	Fletch Johnston	Work on revised draft versions of EPCA with Ms. Sharry, Mr. Parkins, and Ms. Elkins and members of internal working group from Highland and Lehman Brothers (9.5); work on cover letter and commitment letters with Ms. Sharry (1.4); work on syndication provisions and governance provisions with Mr. Conroy (.5); discuss revised draft transaction documents with Mr. Stuecheli, Mr. Conroy, and Ms. Elkin (.3); telephone conferences with Mr. Stuecheli concerning revised draft EPCA and related documents (.5).	12.20	\$4,087.00
07/01/07	Fletch Johnston	Prepare for and participate on EPCA drafting conference calls (1.3); work on revised draft versions of EPCA, commitment letters, PSA, governance provisions to be attached as Exhibit B to PSA, and distribution cover letter with Ms. Sharry, Mr. Parkins, Ms. Elkin, Mr. Penn and members of internal working group from Highland and Lehman (7.9); prepare and distribute EPCA materials to Delphi and Skadden (.5).	9.70	\$3,249.50

Haynes and Boone, LLP
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/01/07	John Penn	Review additional revisions to draft documents (2.0); conference call with Highland and Lehman regarding revisions (1.0); preliminary review of Litigation Reserves Report (2.8).	4.80	\$2,568.00
07/01/07	Janice V. Sharry	Finalize draft documents (6.0); extended conference calls regarding same (4.3).	10.30	\$6,128.50
07/01/07	Judith Elkin	Review comments on PSA from Mr. Penn, Mr. Parkins and Mr. Conroy and revise same (.8); review revised cover letter, EPCA and governance exhibit and comment on same (1.7); conference call with Highland, H&B and Lehman team to go over documents [REDACTED] (3.0); review PSA and redistribute (.5); telephone conference with Ms. Sharry regarding additional PSA issues (.2). review revised documents (1.0); telephone conference with Ms. Sharry; review and comment on final versions (1.2).	8.40	\$6,090.00
07/01/07	Arthur T. Carter	Review information on Delphi's filing of motion to approve Collective Bargaining Agreement (1.0); gather and review information regarding same in light of analysis of Memorandum of Understanding and Collective Bargaining Agreement (.5).	1.50	\$742.50
07/01/07	Lenard M. Parkins	Work on documents/proposal from Highland to go to Delphi (4.9); numerous extended telephone conferences with Lehman and Highland to review documents and finalize same for transmittal to Delphi and its advisors (2.5).	7.10	\$5,147.50
07/02/07	Lenard M. Parkins	Two telephone conferences with M. Shapiro regarding \$1.3 billion unsecured claim cap and Delphi question about Highland's knowledge of additional \$400 million needed for other purposes (.5).	0.50	\$362.50
07/02/07	Arthur T. Carter	Review of memorandum regarding Memorandum of Understanding and Collective Bargaining Agreement (1.5); preparation of revisions regarding same and forward same (1.0).	2.50	\$1,237.50
07/02/07	Judith Elkin	Office conference with Mr. Parkins (.2); numerous discussions regarding response of debtors and questions raised (2.1); telephone conference with Ms. Sharry regarding investor issues and review correspondence on same (.2); review memo on labor issues (.6); review press coverage of vote and speculation on Appaloosa transaction (.5); review issues on MDL (.8); review Debtor's motion for approval of MOU (.5).	4.90	\$3,552.50
07/02/07	W. Scott Wallace	[REDACTED]		
07/02/07	Janice V. Sharry	Various follow up telephone conferences regarding status of proposal and proposed syndicate members (.8); review prior	1.50	\$892.50

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		form of potential party designation (.3); review 13D filing issues (.4).		
07/02/07	John Penn	Additional review of litigation due diligence material.	1.30	\$695.50
07/02/07	David Colletti	E-mails with Ms. Sharry and Mr. Parkins regarding list of potential co-investors for Highland and previous NDA exhibits (.4).	0.40	\$118.00
07/02/07	Ian T. Peck	Review recently-filed pleadings in securities class action lawsuit related to discovery dispute.	0.90	\$346.50
07/02/07	Fletch Johnston	Review and analyze relevant rules and regulations, case law, and secondary guidance with respect to Schedule 13D filing requirements relating to plans and proposals under Item 4 of Schedule 13D (1.9); work with Ms. Sharry on NDA matters, including "Potential Party" side letter and Co-Investor NDA issues (.8).	2.70	\$904.50
07/02/07	Jermaine K. Johnson	Review Delphi docket for content and update where appropriate (.8); organize files (1.2).	2.00	\$390.00
07/03/07	Fletch Johnston	Review environmental due diligence memorandum (.5).	0.50	\$167.50
07/03/07	Judith Elkin	Review additional due diligence memos (.8); telephone conference with Mr. Parkins regarding meetings between investment bankers and GM (.3); review articles on union deal and prospective deal with other unions (.3); review documents per questions posted by Lehman from their discussions with Rothschild (1.2).	2.60	\$1,885.00
07/03/07	Janice V. Sharry	Telephone conferences with Mr. Ganitsky and attempts to contact Mr. Cochran regarding status of review of documents (.5); work on coordinating non-disclosure agreements with co-investors (.6); various email transmissions with parties regarding status of co-investors and confidentiality requirements.(.7).	1.80	\$1,071.00
07/03/07	Lenard M. Parkins	Telephone conference with M. Shapiro and others at Lehman regarding initial issues raised by Rothschild to documents delivered (.7).	0.70	\$507.50
07/05/07	Janice V. Sharry	Attend conference call to receive GM comments (1.5); work on items and list of issues from GM call (1.0); telephone conference with Mr. Conroy regarding same (.5).	3.00	\$1,785.00
07/05/07	Judith Elkin	Conference call with GM, Bear Stearns, WGM and Lehman regarding document issues (1.7); telephone conference with Mr. Parkins and Ms Sharry regarding GM meeting (.3); conference call with Mr. Shapiro, Mr. Conroy and Mr. Parkins regarding GM meeting and next steps (.5); review original Appaloosa documents and compare with our documents in	5.30	\$3,842.50

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		connection with certain issues/questions raised by GM (1.2); review memo from Mr. Conroy regarding GM talking points and conference call with Mr. Parkins and Ms Sharry regarding same and then with Mr. Conroy (.8); revise PSA document per comments (.8).		
07/05/07	Fletch Johnston	Discuss action items and outstanding issues with Ms. Sharry, including GM issues list and Section 13 issues (.30); review Section 13 filings of Highland and Appaloosa (.30); prepare black-line documents comparing Highland's EPCA documents to Appaloosa's EPCA documents (.60).	1.20	\$402.00
07/05/07	Lenard M. Parkins	Conference with Lehman, WGM and Bear for GM regarding documents and issues raised in documents by GM (2.4); telephone conference with M. Shapiro regarding GM and regarding Delphi response, or lack thereof, to documents (.7); telephone conference with J. Sharry and J. Elkin regarding document issues raised by GM and reply efforts (.5).	3.60	\$2,610.00
07/05/07	Lenard M. Parkins	Work on follow up memo of issues with M. Conroy from Lehman on GM outstanding matters raised (.7).	0.70	\$507.50
07/05/07	Jermaine K. Johnson	Review Delphi docket for content and update where appropriate (.8); prepare materials for attorney use (1.3); organize files (1.0).	3.10	\$604.50
07/06/07	Jermaine K. Johnson	Conduct Delphi bankruptcy case docket research regarding certain CBA issues and advise A. Carter of research findings.	0.80	\$156.00
07/06/07	Lenard M. Parkins	Draft memo to Lehman and client regarding Skadden voicemail on timetable for review of documents (.6).	0.60	\$435.00
07/06/07	Fletch Johnston	Review and analyze revised draft PSA documents (1.1); review and analyze list of issues provided by Lehman after meetings with GM advisors (.40).	1.50	\$502.50
07/06/07	Mark Elmore	Assist Mr. Peck with research related to Delphi transaction.	0.20	\$63.00
07/06/07	John Penn	Preliminary review of additional information from Delphi.	0.70	\$374.50
07/06/07	Janice V. Sharry	Work on confidentiality agreement issues (.7); discuss status of various matters with Mr. Parkins (.3); status call with Skadden (.5).	1.50	\$892.50
07/09/07	Allison Heo	Work on syndicated investor issue (2.0); draft Co-Investor Confidentiality Agreements (1.5).	3.50	\$927.50
07/09/07	John Penn	Continued review of additional documentation regarding GM discussions and documentation.	0.60	\$321.00
07/09/07	Janice V. Sharry	Schedule meeting with Skadden and discuss issues and status (1.0); work on various confidentiality agreements (1.5); review comments to documents from Skadden (3.0); various telephne	6.50	\$3,867.50

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		conferences and office conferences regarding issues (1.0).		
07/09/07	Judith Elkin	Review EPCA comments from Debtors (1.0); discuss same with Ms. Sharry (.2); review GM settlement documents (1.4); review and comment on issues memo (.4).	3.00	\$2,175.00
07/09/07	Arthur T. Carter	Receipt and review of motion filed in bankruptcy court for approval of Memorandum of Understanding and related (.5); follow-up re same (.5).	1.00	\$495.00
07/09/07	Fletch Johnston	Work on Section 13 notebooks (.3); review and analyze public disclosures and SEC filings with respect to Appaloosa EPCA termination (.4); discuss action items and outstanding issues with Ms. Sharry (.4); review and analyze revised draft EPCA provided by Skadden and draft issues list related thereto (1.9); work on Co-Investor NDAs with Ms. Sharry and Ms. Heo (1.2); work on rights offering precedent issues with Ms. Sharry and Ms. Heo (1.3); telephone conference with Mr. Conroy concerning revised draft EPCA (.5).	5.00	\$1,675.00
07/10/07	Fletch Johnston	Revise draft memo of issues with respect to Skadden's EPCA comments and discuss same with Ms. Sharry, Mr. Parkins and Ms. Elkin (4.6); work on rights offering issues and syndication issues with Ms. Sharry, Ms. Heo and Mr. Conroy (.40); prepare for and participate on conference calls with Highland and Lehman concerning outstanding EPCA and PSA issues [REDACTED] (1.6); discuss rights offering precedent issues with Mr. Biggers (.4).	7.00	\$2,345.00
07/10/07	Lenard M. Parkins	Work on Highland EPCA issues including governance, concentration of ownership conditionality; telephone conference with P. Daugherty and Lehman team regarding these issues (8.8).	8.80	\$6,380.00
07/10/07	Jermaine K. Johnson	Conduct limited online legal research regarding section 1145 rights offering issues and distribute findings to the working group (.8); conduct Delphi bankruptcy case docket research regarding EPCA and PSA issues and advise L. Parkins of research findings (1.1).	1.90	\$370.50
07/10/07	Ian T. Peck	Review bankruptcy code and decisions regarding appropriate procedure for rights offering in connection with plan confirmation.	1.60	\$616.00
07/10/07	Kim Morzak	On-line review of Delphi pleadings and update index of "key" bankruptcy pleadings.	1.30	\$253.50
07/10/07	Judith Elkin	Review miscellaneous comments from Debtors on additional documents and issues generally (.8); discuss with Ms. Sharry and Mr. Parkins (.3); review revised issues memo after conference call with Lehman (.5); review press on Cerberus	3.30	\$2,392.50

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		termination and other union deals (.5); review miscellaneous documents regarding GM deal (1.2)		
07/10/07	Jennifer Thoman Wisins	Review securities laws issues in connection with backstop.	2.00	\$840.00
07/10/07	Allison Heo	Work on Confidentiality Agreements for Ripplewood, Ore Hill Capital, D.E. Shaw and Brandes Investment Partners (5.0); work on rights offering issue (2.5).	7.50	\$1,987.50
07/10/07	Janice V. Sharry	Work on reviewing revisions to agreement (3.0); various telephone conferences regarding transaction and scheduling and positions (3.0); work on confidentiality agreements (2.0).	8.00	\$4,760.00
07/10/07	Bart Biggers	Review issues related to potential rights offering (3.2); review precedent rights offering transaction (1.1); analyze issues under securities laws(3.6); conferences with Ms. Sharry regarding such(3).	8.20	\$2,747.00
07/11/07	Bart Biggers	Analyze issues related to structure of rights offering (2.2); analyze issues under SEC rules (3.2); conferences with Ms. Sharry regarding such (0.4)	5.80	\$1,943.00
07/11/07	Janice V. Sharry	Work on revisions to agreement and prepare for meeting at Delphi (4.0); attend meeting at Lehman (3.0); attend meeting at Skadden (8.0).	15.00	\$8,925.00
07/11/07	Kenneth K. Bezozo	Discuss and analyze tax issues relating to proposed transaction.	0.50	\$375.00
07/11/07	W. Scott Wallace	Review registration issues in connection with rights offering, including office conference with Mr. Biggers regarding same (.7).	0.70	\$392.00
07/11/07	Judith Elkin	Review draft response memo to Delphi comments and discuss with Mr. Parkins (1.6); meet with Lehman team and Mr. Daugherty and Mr. Steucheli to review response memo and revise same and to review [REDACTED] for meeting with Delphi (5.5); meet with Highland team and Delphi team to discuss proposal (5.3)	12.40	\$8,990.00
07/11/07	Jennifer Thoman Wisins	Review securities laws issues in connection with backstop.	2.00	\$840.00
07/11/07	Lenard M. Parkins	Meeting at Lehman to prepare for meeting at Skadden with Delphi on Highland proposal (2.1); meeting at Skadden to meet with Delphi to discuss Highland's proposal and changes to Highland EPCA (7.9).	11.00	\$7,975.00
07/11/07	Fletch Johnston	Prepare for and participate on EPCA drafting conference calls with various members of working group (4.8); analyze and discuss rights offering mechanics and legal issues with Mr.	5.20	\$1,742.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		Biggers (.4).		
07/12/07	Fletch Johnston	Work on EPCA with Ms. Sharry, Mr. Parkins and Highland and Lehman (7.2); review and analyze Skadden's proposed riders to the EPCA and incorporate revised draft riders into EPCA (1.2).	8.40	\$2,814.00
07/12/07	Lenard M. Parkins	Work on proposal to Delphi including emails from Butler and Cochran providing further comments and direction to Highland to shape proposal and telephone conferences with Highland Lehman and HB legal team regarding same (7.5).	7.50	\$5,437.50
07/12/07	Brian Hail	Review proposed Appaloosa deal, potential response to same, potential Highland proposal and SEC issues.	2.10	\$1,207.50
07/12/07	Judith Elkin	Discuss next steps with Mr. Parkins and Ms. Sharry, and then with Mr. Shapiro and Mr. Sanborn (.8); conference call with Mr. Daugherty, Mr. Steucheli, Ms. Sharry and Mr. Parkins, and then with Mr. Sanborn and Mr. Shapiro (.6); correspondence with Mr. Johnston, Mr. Shapiro and Mr. Conroy regarding miscellaneous EPCA revisions (.4); review correspondence from Mr. Butler and review miscellaneous provisions provided by Skadden (1.2); conference call with Mr. Shapiro, Mr. Parkins and Ms. Sharry regarding discussions with GM (.4); correspondence with Mr. Conroy and Mr. Johnston regarding revisions to EPCA (.5).	3.90	\$2,827.50
07/12/07	Allison Heo	Work on rights offering issue.	3.00	\$795.00
07/12/07	Janice V. Sharry	Work on revisions to agreement (2.0); discuss options and consider alternatives with Mr. Parkins and Ms. ELkin (2.0); review inserts and other items from Skadden (1.0); do other work on alterniave proposal (2.0).	7.00	\$4,165.00
07/12/07	Bart Biggers	Analyze issues related to right offering structure (1.8); review SEC rules related to such (1.6); conference with Ms. Sharry related to such (.4).	3.80	\$1,273.00
07/12/07	Bruce Newsome	Conference with Mr. Biggers regarding integration issues relating to public and private transactions and the abandonment thereof.	0.50	\$212.50
07/13/07	Bart Biggers	Analyze issues related to rights offering and associated timing under SEC rules and regulations.	7.20	\$2,412.00
07/13/07	Janice V. Sharry	Work on revisions to Delphi proposal.	7.00	\$4,165.00
07/13/07	Allison Heo	Work on Ripplewood NDA (0.25); work on Brandes NDA (0.50); work on backstop offering (3.75).	4.50	\$1,192.50
07/13/07	Judith Elkin	Review revised EPCA draft (1.2); telephone conference with Mr. Parkins (.2); conference call with Ms. Sharry, Mr. Parkins,	5.60	\$4,060.00

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		Mr. Johnson, and for a period, Mr. Shapiro and Mr. Daugherty to discuss [REDACTED] EPCA revisions (1.5); review and comment on Lehman proposal and review final proposal and revised proposal after discussions with Rothschild (1.7); review EC comments on EPCA (.3); review miscellaneous correspondence from Equity Committee to debtors on MDL and discuss issues with Mr. Parkins (.2); telephone conference with Ms. Sharry regarding PSA (.3); telephone conference with Mr. Parkins regarding revised EPCA (.2).		
07/13/07	Ian T. Peck	Obtain and review pleadings and materials regarding Northwest Airlines securities offerings (3.4); draft memorandum regarding steps in offering (.8).	4.20	\$1,617.00
07/13/07	Lenard M. Parkins	Work on proposal to Delphi from Highland as revised, including input from Equity Committee and unsecured committee (3.0); numerous telephone conferences with Highland, Lehman and HB legal team (5.3).	8.30	\$6,017.50
07/13/07	Fletch Johnston	Work on revisions to draft EPCA with Ms. Sharry and Lehman Brothers and Highland to reflect comments from Skadden and distribute same to internal working group.	9.40	\$3,149.00
07/14/07	Fletch Johnston	Prepare for and participate on various drafting conference calls with members of internal working group concerning EPCA documents (2.3); work on revisions to EPCA documents and related documents with Ms. Sharry and distribute revised draft documents to Skadden and Delphi (5.2).	7.50	\$2,512.50
07/14/07	Lenard M. Parkins	Work on revised proposal from Highland to Delphi and numerous calls with HB team, Lehman and Highland regarding same (8.8).	8.80	\$6,380.00
07/14/07	Janice V. Sharry	Revise documents and submit new proposal to Delphi.	10.00	\$5,950.00
07/14/07	Judith Elkin	Review revised EPCA (1.1); correspondence regarding revised PSA (.2); conference call with Highland, Lehman and H&B teams (2.4); telephone conference with Mr. Parkins (.2); revised plan term sheet and revised EPCA (1.6); conference call with Mr. Snepar, Mr. Conroy, Mr. Parkins and Ms. Sharry regarding revised plan terms sheet (.3); conference call with H&B, Lehman and Highland team regarding revised EPCA and term sheet (1.3); work on PSA revisions (.5).	7.60	\$5,510.00
07/15/07	Judith Elkin	Revise PSA (3.2); conference call with group on miscellaneous Skadden comments (.3); revise PSA per comments from Ms. Sharry and distribute (.6).	4.10	\$2,972.50
07/15/07	Janice V. Sharry	Various telephone conferences with Skadden and Lehman and Highland regarding issues (3.0); prepare revisions to PSA (1.5); receive and discuss and respond to e-mail transmission from	7.50	\$4,462.50

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		Mr. Butler (2.0)		
07/15/07	Bart Biggers	Review precedent rights offering documents (.8); conferences regarding syndication agreement (.8) ; analyze issues related to such (.8); review correspondence related to such (.4).	3.80	\$1,273.00
07/15/07	Judith Elkin	Review correspondence from Mr. Butler (.1); telephone conference with Mr. Parkins (.2); conference call with Highland, Lehman and H&B teams regarding same (.4) and then with Skadden and Rothschild (.7); conference call with Lehman and H&B (.6).	2.00	\$1,450.00
07/15/07	Lenard M. Parkins	Work on Highland Proposal to Delphi including numerous calls with HB team, Highland and Lehman (7.0); review e-mail message from J. Butler regarding Delphi's suggested changes in the proposal and commenting on Highland changing the deal proposed and E. Cochran's conference call with Highland and advisors to hear changes in the proposal made (4.5).	11.50	\$8,337.50
07/15/07	Fletch Johnston	Prepare for and participate on conference calls with Ms. Sharry and counsel to Delphi concerning rights offering mechanics (.8); work with Ms. Sharry and Mr. Biggers on syndication issues and rights offering issues (2.2); work on revised draft preferred stock terms and revised draft EPCA documents (5.9).	8.90	\$2,981.50
07/16/07	Fletch Johnston	Work on preferred stock terms, PSA terms and corporate governance terms with Ms. Sharry and representatives from Highland and Lehman.	7.60	\$2,546.00
07/16/07	Lenard M. Parkins	Work on Highland proposal to Delphi and numerous calls with HB team, Highland and Lehman to prepare the proposal and include governance issues and concentration of ownership issues in discussion (10.4); review Equity Committee letter advising of issues for consideration to Highland as it develops proposal to Delphi (.6).	11.00	\$7,975.00
07/16/07	Ian T. Peck	Research impact of section 1145 on Highland offer (2.8); compile materials regarding recent bankruptcy court approvals of securities offerings (3.1).	5.90	\$2,271.50
07/16/07	Jermaine K. Johnson	Review Delphi docket for content and update where appropriate (.8); organize files (1.0).	1.80	\$351.00
07/16/07	Judith Elkin	Distribute blacklined PSA, get comments on same from Ms. Sharry, Mr. Shapiro, Mr. Parkins and Mr. Steucheli, revise and redistribute several times after miscellaneous correspondence with Ms. Sharry and Mr. Sultan (3.7); conference call with Mr. Parkins, Ms. Sharry and Mr. Shapiro regarding miscellaneous issues relating to PSA, EPCA and related documents (.6); review correspondence to and from Mr. Butler (.3); review preferred stock term sheet (several drafts) (.6); conference call	6.90	\$5,002.50

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		with H&B, Highland and Lehman to discuss call with UCC and to review and revise PSA and preferred stock term sheet (.8); revise PSA and prepare draft correspondence to Delphi (.7); review correspondence from Mr. Sheehan and discuss same with Mr. Parkins (.2).		
07/16/07	Bart Biggers	Prepare initial draft of Syndication Agreement (5.8); analyze issues related to structure of rights offering (1.2); review precedent rights offerings(2.8); analyze rights offering structure under SEC rules (.8); conferences related to such (.6).	11.20	\$3,752.00
07/16/07	W. Scott Wallace	Review registration issues in connection with rights offering, including office conference with Mr. Biggers regarding same (.6).	0.60	\$336.00
07/16/07	Autumn Smith	Gather research resources for Mr. Peck.	0.40	\$106.00
07/16/07	Janice V. Sharry	Work on revisions to proposal and various other matters.	5.00	\$2,975.00
07/16/07	Robert Warren Wilson	Review and revise Syndication Agreement (1.5); discuss same with Mr. Biggers (.1).	1.60	\$424.00
07/16/07	Allison Heo	Work on Confidentiality Agreements for Ripplewood, Brandes, Ore Hill and DE Shaw (2.5); work on syndicated backstop rights offering and syndication agreement (7.5).	9.60	\$2,544.00
07/17/07	Allison Heo	Work on confidentiality agreements (1.0); work on backstop rights offering issue (3.0).	4.00	\$1,060.00
07/17/07	Janice V. Sharry	Finalize proposal and transmit to Delphi.	10.00	\$5,950.00
07/17/07	Judith Elkin	Review correspondence from Mr. Butler seeking final documents by close of business (.2), numerous conference call with Highland, Lehman and H&B teams to work on documents (2.8), prepare cover letter for agreement and review and revise same per various comments (1.8), review and revise PSA plan provisions to create plan term sheet exhibit and revise per comments of Equity Committee and UCC (2.4); conference call with counsel for EC and Mr. Parkins (.3); review revised EPCA and numerous conference call with to discuss revisions and drafting issues (3.0); review equity commitment letters (.3); review correspondence regarding investor to company (2); telephone conference with Mr. Parkins regarding same; review final documents (.2).	11.20	\$8,120.00
07/17/07	Anne B. Hagan	Draft and file certificate of formation for Highland-Delphi Acquisition Holdings, LLC.	0.80	\$196.00
07/17/07	Bart Biggers	Review issues related to structure of rights offering (.8); analyze SEC rules related to such (.6); review precedent transactions (1.4).	2.80	\$938.00

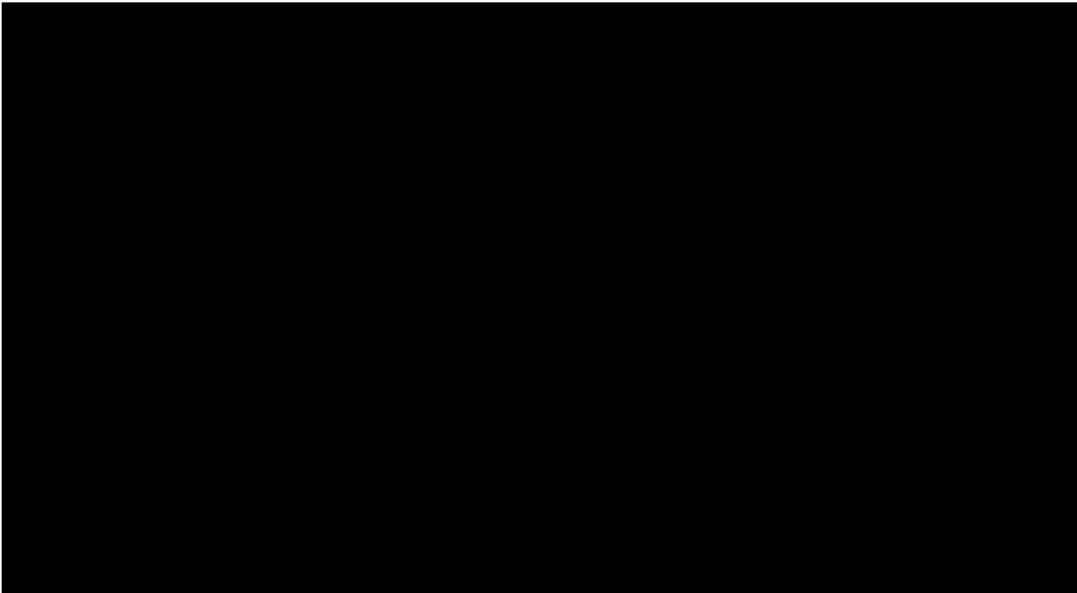
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/17/07	Jermaine K. Johnson	Conduct limited legal precedent research regarding equity purchase and commitment agreements and advise L. Parkins of research findings.	2.70	\$526.50
07/17/07	Ian T. Peck	Research recent cases in which securities were offered and compile research materials for Mr. Biggers.	4.20	\$1,617.00
07/17/07	Vicki Martin-Odette	Attend to the formation of Highland-Delphi Acquisition Holdings, LLC.	1.00	\$490.00
07/17/07	Lenard M. Parkins	Work on proposal from Highland to Delphi and numerous calls with Highland, Lehman and HB team in preparing this proposal and all exhibits (11.7).	11.70	\$8,482.50
07/17/07	Lenard M. Parkins	Review Shapiro email and telephone conference with Shapiro regarding Brandes possible involvement with GM to do Highland deal versus Appaloosa (.5).	0.50	\$362.50
07/17/07	Fletch Johnston	Prepare for and participate on drafting conference calls (2.3); work on EPCA and related documents with Ms. Sharry and distribute all proposal documents to Delphi and Skadden (8.9).	11.20	\$3,752.00
07/18/07	Fletch Johnston			
07/18/07	Lenard M. Parkins			
07/18/07	Lenard M. Parkins	Telephone conference with V. Melwani from Fried Frank, counsel to Equity Committee regarding choice of Appaloosa deal versus Highland GM position taken (.8).	0.80	\$580.00
07/18/07	Lenard M. Parkins	Telephone conference with M. Shapiro regarding Delphi decision to go with Appaloosa and not Highland--GM influence (.8).	0.80	\$580.00
07/18/07	Lenard M. Parkins			
07/18/07	Christina T. Rodriguez	Order the Certificate of Incorporation, and amendments thereto, of Delphi Corporation.	0.40	\$60.00
07/18/07	Ian T. Peck			
07/18/07	Bart Biggers	Coordinate cessation of analysis of rights offering issues and precedent transactions (.4); conference to discuss status of transaction (.6).	0.60	\$201.00
07/18/07	Judith Elkin	(.3); correspondence with Mr. Shapiro regarding board meeting results (.1); review press releases on Appaloosa deal (.2); review reply memorandum of Debtors on UAW/GM settlement and proposed revision to	2.20	\$1,595.00

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Client/Matter Number: 0034882.00063

August 20, 2007
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		order granting approval of same (.7); telephone conference with Mr. Parkins regarding next steps and fee issues (.3); review research on second circuit standard for substantial contribution (.4); discuss research with Mr. Peck (.2).		
07/18/07	Allison Heo			
07/18/07	Janice V. Sharry			
07/19/07	Janice V. Sharry			
07/19/07	Allison Heo			
07/19/07	Bart Biggers			
07/19/07	Judith Elkin	Court appearance at hearing on motion to approve UAW-GM MOU (2.5); correspondence to clients regarding hearing, regarding motion for approval of Appaloosa transaction and order approving UAW-GM MOU (.4); office conference with Mr. Parkins regarding miscellaneous issues and next steps (.3); review motion to approve Appaloosa transaction (2.3); telephone conference with Mr. Parkins regarding same (.3).	5.80	\$4,205.00
07/19/07	Ashley Shurtleff	Analyze whether the proposal is required to be filed as part of the Schedule 13D Amendment (1.0); analyze whether it is possible to withdraw a filing from the SEC and what the process to accomplish such a withdrawal would be (1.20).	2.20	\$616.00
07/19/07	Brian Hail	Review issues associated with DA, HCM 13.	1.10	\$632.50
07/19/07	Lenard M. Parkins	Review Sheehan letter to Daugherty (.5); numerous telephone conferences with J. Sharry and P. Daugherty regarding filing of confidential information on Exhibit to 13D for Highland (3.7).	4.20	\$3,045.00
07/19/07	Lenard M. Parkins	Review Delphi Motion to approve Appaloosa Motion (1.1).	1.10	\$797.50
07/19/07	Fletch Johnston	Work on Schedule 13D filing (5.5); prepare for and participate on conference calls with Messrs. Cochran and Ganitsky and Ms. Sharry concerning Schedule 13D filing and exhibits thereto (.8); discuss outstanding issues and action items with Ms. Sharry and review case law, SEC rules and regulations and SEC and other guidance with respect to Items 4, 6 and 7 of	11.20	\$3,752.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		Schedule 13D (4.9).		
07/20/07	Fletch Johnston			
07/20/07	Lenard M. Parkins	Review Sheehan letter to Daugherty; numerous conference calls with Highland and HB team regarding same and response thereto (1.6); work on response to letter from Sheehan with J. Sharry (5.4).	7.00	\$5,075.00
07/20/07	Lenard M. Parkins	Review J. Sharry draft letter to advisors of Highland [REDACTED] (0.3).	0.30	\$217.50
07/20/07	Lenard M. Parkins			
07/20/07	Brian Hail			
07/20/07	Ashley Shurtleff			
07/20/07	Judith Elkin			
07/20/07	Garrett DeVries			
07/20/07	Janice V. Sharry			
07/20/07	Allison Heo			
07/21/07	Janice V. Sharry			

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/21/07	David Fielder			
07/22/07	Lenard M. Parkins	Telephone conference with F. Johnston regarding comparison of Appaloosa and Highland proposal (.8).telephone conference with J. Butler regarding Sheehan letter of July 19 and no need to pursue litigation regarding Highland 13D filing (.6). review memo from Butler after call (.3); further review of conflict issues on Skadden and effectiveness of prospective waiver given by Highland in engagement letter (.7); review Order to Show Cause setting hearing on Appaloosa Motion and deadlines to file objections and matters for hearing and memo to Highland team regarding same (.8).	3.20	\$2,320.00
07/22/07	Fletch Johnston	Work on comparison of Appaloosa's EPCA documents to Highland's EPCA documents and discuss same with Mr. DeVries and Ms. Heo (6.2); review historical emails concerning Delphi and discuss analysis with Ms. Sharry concerning intent with respect to Exhibit C to Highland's EPCA. (1.2).	7.40	\$2,479.00
07/22/07	Janice V. Sharry	Telephone conferences with Mr. Parkins (.5); review email correspondence (.2).	0.70	\$416.50
07/22/07	Judith Elkin	Review proposed response to Sheehan letter on disclosure and miscellaneous correspondence analyzing issues on same (.6); correspondence with Mr. Parkins regarding potential objection to Appaloosa proposal (.3); review analysis comparing Highland proposal to Appaloosa proposal (1.2).	2.10	\$1,522.50
07/22/07	Allison Heo	Work on chart of side-by-side comparison of Appaloosa Transaction and Highland Transaction.	3.90	\$1,033.50
07/23/07	Allison Heo	Work on EPCA Comparison (4.5); (0.75); work on filing of confidential information (3.5).	8.20	\$2,173.00
07/23/07	Garrett DeVries	Work on response letter to Delphi.	0.40	\$190.00
07/23/07	Ashley Shurtleff	Prepare, revise and distribute letters to Highland's Representatives under the Confidentiality Agreement to request the (1.8); identify people within the firm who have Evaluation Material (0.5); collect Evaluation Materials from internal sources (1.8).	4.10	\$1,148.00
07/23/07	Ian T. Peck			
07/23/07	Judith Elkin			

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/23/07	Mike Danforth	[REDACTED]		
07/23/07	Janice V. Sharpy	Finalize letter to Mr. Sheehan (2.0); various telephone conferences and office conferences regarding same (1.0); review letters to be sent to representatives and work on finalizing same with Ms. Shurtleff (.5); work on comparison of transactions and review memorandum regarding same (1.3)..	4.30	\$2,558.50
07/23/07	Fletch Johnston	Work on Highland-Delphi response letter and participate on conference calls with respect to same (1.4); work on EPCA comparisons with Ms. Sharpy and Ms. Heo (1.3).	2.70	\$904.50
07/23/07	Jacqueline Shipchandler	[REDACTED]		
07/23/07	Lenard M. Parkins	[REDACTED] work on Highland reply papers to Delphi Appaloosa Motion and telephone conference with P. Daugherty regarding same (1.4); review Skadden/Highland engagement letters [REDACTED]	4.20	\$3,045.00
07/23/07	Brian Hail	[REDACTED]		
07/23/07	David Fielder	[REDACTED]		
07/24/07	Jeffrey M. Slade	[REDACTED]		
07/24/07	Thom Wisinski	[REDACTED]		
07/24/07	Brian Hail	[REDACTED]		
07/24/07	Ian T. Peck	[REDACTED]		
07/24/07	Lenard M. Parkins	Work on and revise pleading for Highland to file in response to	2.20	\$1,595.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		Delphi Appaloosa Motion (.4). two telephone conferences with P. Daugherty regarding same (.7); telephone conference with J. Sharry and P. Daugherty regarding Daugherty's suggested call with J. Sheehan of Delphi to resolve open matters (.4); [REDACTED]		
07/24/07	Jacqueline Shipchandler	[REDACTED]		
07/24/07	Janice V. Sharry	[REDACTED]		
07/24/07	John Penn	[REDACTED]		
07/24/07	Judith Elkin	Prepare, get comments on and numerous revisions of Statement regarding motion for approval of Appaloosa proposal (2.1); conference call with Mr. Daugherty, Ms Sharry, Mr. Parkins and Mr. Hail regarding same and regarding conversation with Mr. Sheehan (.6); [REDACTED] [REDACTED]	4.90	\$3,552.50
07/24/07	Ian T. Peck	[REDACTED]		
07/24/07	Susan A. Wetzel	[REDACTED]		
07/24/07	Allison Heo	[REDACTED]		
07/24/07	Ashley Shurtleff	[REDACTED]		
07/24/07	Stacy Brainin	[REDACTED]		

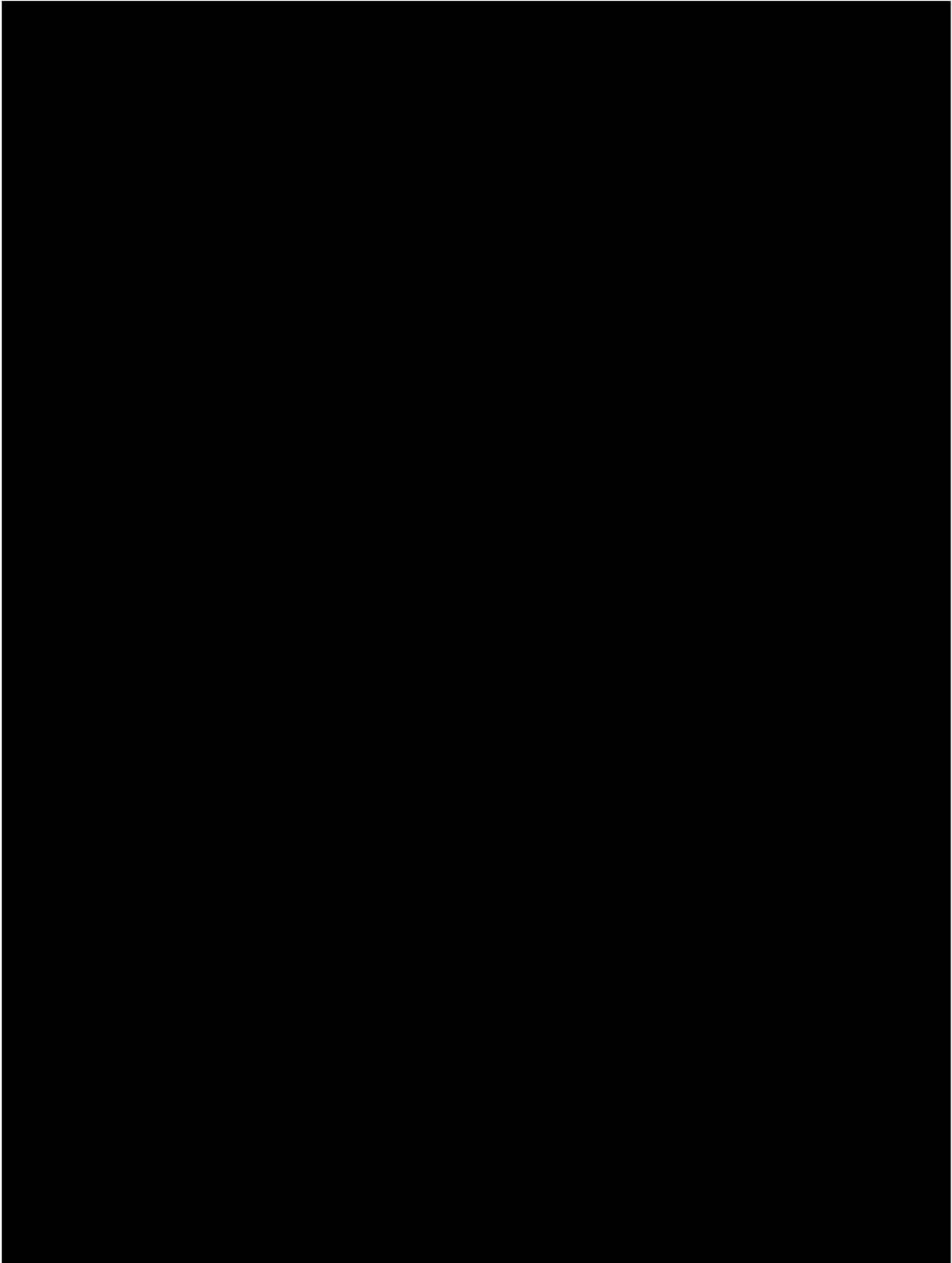
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/25/07	Ashley Shurtleff			
07/25/07	Stacy Brainin			
07/25/07	Charles F. Plenge			
07/25/07	Erika Blomquist			
07/25/07	Allison Heo			
07/25/07	David Colletti			
07/25/07	Bart Biggers			
07/25/07	Mary S. Mendoza			
07/25/07	Mike Danforth			
07/25/07	Karl Burrer			
07/25/07	Denise A. Stilz			
07/25/07	Janice V. Sharry			
07/25/07	Susan A. Wetzel			
07/25/07	Liz Wardlaw			
07/25/07	Judith Elkin			
07/25/07	Jacqueline Shipchandle			

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/25/07	Lenard M. Parkins	Telephone conference with M. Shapiro regarding status of matters with Highland regarding Delphi and regarding reply papers to be filed in response to Delphi's Appaloosa Motion (.7).	0.70	\$507.50
07/25/07	Ian T. Peck			
07/25/07	Brian Hail			
07/25/07	Jermaine K. Johnson			
07/25/07	Kenric D. Kattner			
07/25/07	Thom Wisinski			
07/25/07	Angela M. Josephs			
07/26/07	Thom Wisinski			
07/26/07	Jeffrey M. Slade			
07/26/07	Brian Hail			
07/26/07	Ian T. Peck			
07/26/07	Lenard M. Parkins			
07/26/07	Jacqueline Shipchandle			
07/26/07	Fletch Johnston			
07/26/07	Judith Elkin			

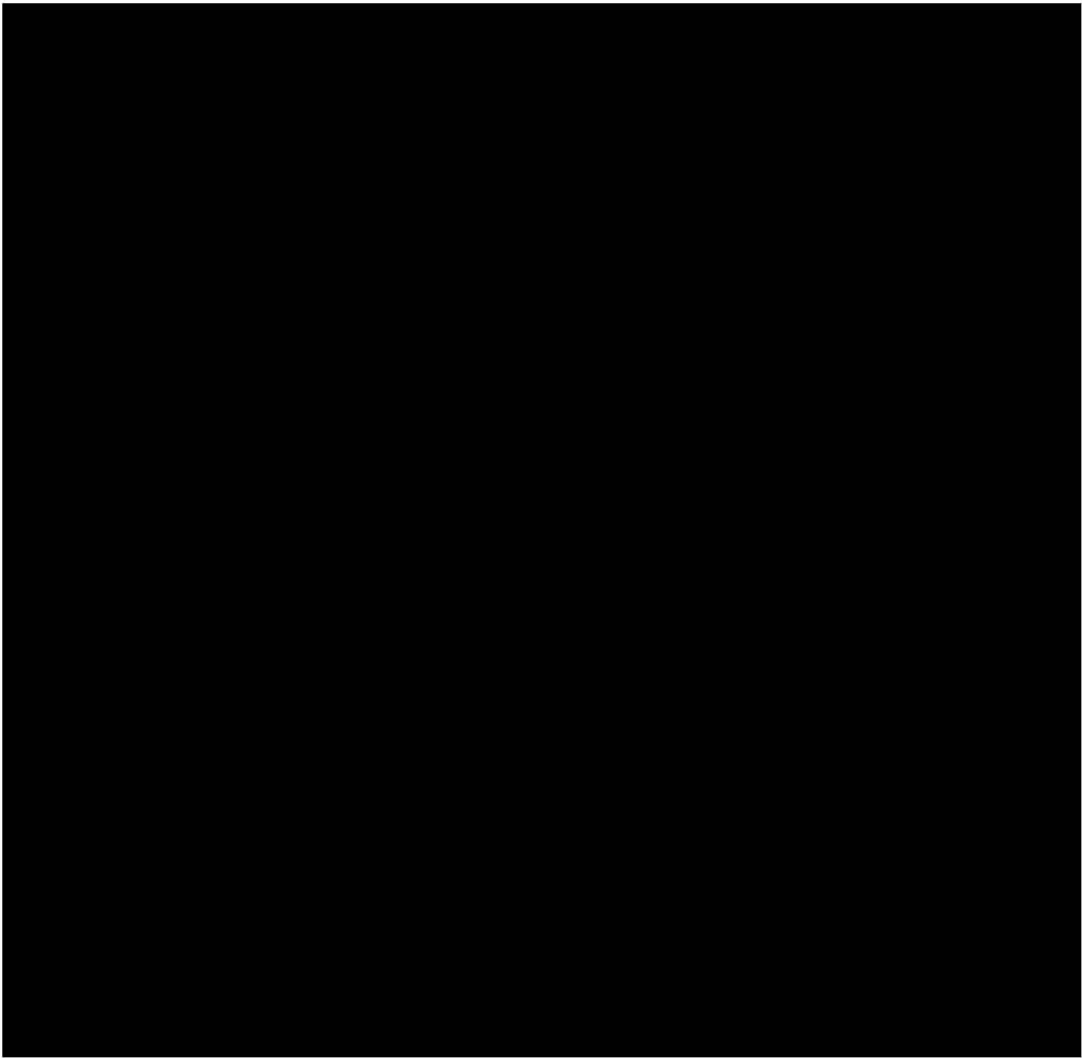
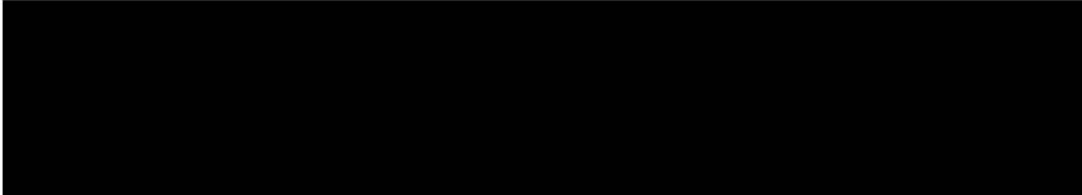
Invoice Number: 20367042
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/26/07	Dorothea J Cordova			
07/26/07	Denise A. Stilz			
07/26/07	Janice V. Sharry			
07/26/07	Kim Morzak			
07/26/07	David Colletti			
07/26/07	Allison Heo			
07/26/07	Erika Blomquist			
07/26/07	Liz Wardlaw			
07/26/07	Stacy Brainin			
07/27/07	Janice V. Sharry			
07/27/07	Allison Heo			
07/27/07	Kim Morzak			
07/27/07	Mike Danforth			
07/27/07	Dorothea J Cordova			
07/27/07	Ashley Shurtleff			

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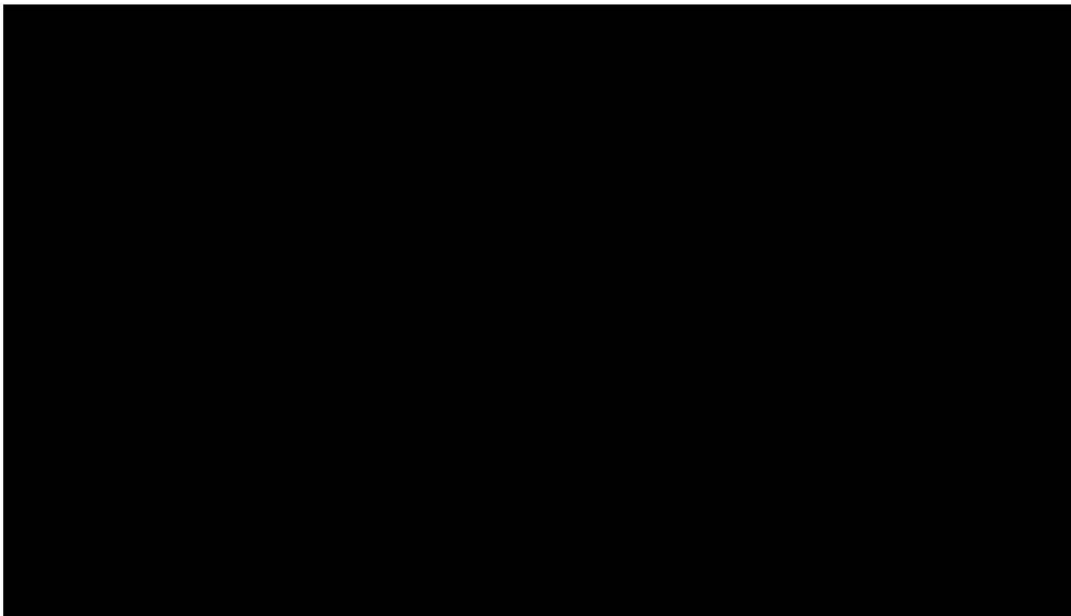
<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/27/07	Stacy Brainin			
07/27/07	Jacqueline Shipchandle			
07/27/07	Lenard M. Parkins			
07/27/07	Lenard M. Parkins			
07/27/07	Judith Elkin			
07/27/07	Ian T. Peck			
07/27/07	Kenneth K. Bezozo			
07/27/07	Thom Wisinski			
07/29/07	Ian T. Peck			
07/30/07	Ian T. Peck			
07/30/07	Judith Elkin	Participate in meet and confer on Appaloosa transaction approval motion and correspondence to clients regarding same (.5); telephone conference with Mr. Daugherty (.1); telephone conference with Mr. Holden at Skadden regarding declarations (.2); review declarations of Sheehan, Resnick and Miller (2.7); correspondence to clients with Miller and Sheehan declarations and regarding confidential nature of Resnick declaration (.2); telephone conference with Mr. Metz of Skadden regarding declarations (.1).	3.80	\$2,755.00
07/30/07	Jacqueline Shipchandle			
07/31/07	Jacqueline			

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	Shipchandle			
07/31/07	Liz Wardlaw			
07/31/07	Kim Morzak			
07/31/07	Ian T. Peck			
07/31/07	Erika Blomquist			
07/31/07	Jermaine K. Johnson			
07/31/07	Stacy Brainin			
07/31/07	Janice V. Sharry			

Total Chargeable Hours 866.00

Total Fees \$423,034.00

EXPENSE SUMMARY

<u>Description</u>	<u>Amount</u>
Copy Center	\$92.11
Document Retrievals	\$44.65
Facsimile Expense	\$12.00
Fax	\$36.00
Federal Express	\$276.48
Hotel Expense	\$2,485.12
Long Distance Phone Expense	\$5.25
Meals	\$181.68
On-line Legal Research	\$131.55
Outside Search Fee	\$1,102.47
Photocopy Expense	\$24.30
Secretarial Overtime Expense	\$648.00
Special Delivery Courier Service	\$223.06
Special Delivery Other Charges	\$195.11
Telephone Calls	\$3.00
Travel Expense	\$4,885.34
Westlaw	\$2,310.62

Total Current Costs \$12,656.74

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Total Fees and Costs *(See Remittance Statement for Total Due)*

\$435,690.74

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Delphi Corporation

The following is a summary of the time dedicated and the fees charged on an average hourly rate basis to this matter by the Firm's professional staff:

	Hours	Rate*	Fee
Susan A. Wetzel	1.10	\$410.00	\$451.00
Erika Blomquist	0.60	\$410.00	\$246.00
Stacy Brainin	10.70	\$575.00	\$6,152.50
Kenric D. Kattner	1.30	\$535.00	\$695.50
Garrett DeVries	3.90	\$475.00	\$1,852.50
Judith Elkin	111.80	\$725.00	\$81,055.00
Charles F. Plenge	0.40	\$595.00	\$238.00
David Fielder	2.00	\$500.00	\$1,000.00
Brian Hail	22.20	\$575.00	\$12,765.00
Kenneth K. Bezozo	1.10	\$750.00	\$825.00
Lenard M. Parkins	126.40	\$725.00	\$91,640.00
Vicki Martin-Odette	1.00	\$490.00	\$490.00
Bruce Newsome	0.50	\$425.00	\$212.50
John Penn	11.20	\$535.00	\$5,992.00
Mary S. Mendoza	0.70	\$450.00	\$315.00
W. Scott Wallace	1.60	\$560.00	\$896.00
Arthur T. Carter	5.00	\$495.00	\$2,475.00
Janice V. Sharry	128.40	\$595.00	\$76,398.00
Jennifer Thoman Wisinski	4.00	\$420.00	\$1,680.00
Thom Wisinski	9.70	\$470.00	\$4,559.00
Jacqueline Shipchandler	37.50	\$405.00	\$15,187.50
Anne B. Hagan	0.80	\$245.00	\$196.00
Bart Biggers	45.90	\$335.00	\$15,376.50
Karl Burrer	1.00	\$280.00	\$280.00
David Colletti	1.90	\$295.00	\$560.50
Mike Danforth	1.40	\$280.00	\$392.00

* average hourly rate

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	Hours	Rate*	Fee
Mark Elmore	0.20	\$315.00	\$63.00
Allison Heo	68.30	\$265.00	\$18,099.50
Fletch Johnston	137.00	\$335.00	\$45,895.00
Jeffrey M. Slade	1.40	\$265.00	\$371.00
Ashley Shurtleff	33.80	\$280.00	\$9,464.00
Autumn Smith	0.40	\$265.00	\$106.00
Ian T. Peck	50.20	\$385.00	\$19,327.00
Liz Wardlaw	1.40	\$245.00	\$343.00
Robert Warren Wilson	1.60	\$265.00	\$424.00
Denise A. Stilz	4.60	\$195.00	\$897.00
Dorothea J Cordova	9.90	\$125.00	\$1,237.50
Jermaine K. Johnson	16.80	\$195.00	\$3,276.00
Angela M. Josephs	3.00	\$195.00	\$585.00
Kim Morzak	4.90	\$195.00	\$955.50
Christina T. Rodriguez	0.40	\$150.00	\$60.00
Total	866.00		\$423,034.00

* average hourly rate

Highland Capital Management, L.P.
ATTN: Accounting Department
13455 Noel Road, Suite 800
Two Galleria Tower
Dallas, TX 75240

ACCOUNTING RECAP

Requesting Attorney Janice V. Sharry
Delphi Corporation
Client/Matter B/M: 0034882.00063

For Professional Services Rendered From June 22, 2007 Through July 31, 2007 as follows:

<u>Fees</u>	<u>Expenses</u>	<u>Applications</u>	<u>Total Due</u>
\$423,034.00	\$12,656.74	\$0.00	\$435,690.74

Highland Capital Management, L.P.
ATTN: Accounting Department
13455 Noel Road, Suite 800
Two Galleria Tower
Dallas, TX 75240

Client/Matter: 0034882.00063

Employer Identification Number: 75-1312888

Delphi Corporation

Requesting Attorney Janice V. Sharry

Requesting Attorney Phone: (214)651-5562

REMITTANCE PAGE

For Professional Services Rendered Through July 31, 2007

Remit to:

HAYNES AND BOONE
P.O. Box 841399
Dallas, TX 75284-1399

Total Fees	\$423,034.00
Total Expenses and Services	\$12,656.74
Total Amount Due	<u>\$435,690.74</u>

WIRING INSTRUCTIONS FOR OPERATING ACCOUNT:

BANK OF AMERICA 100 West 33rd STREET New York, NY 10001

FOR CREDIT TO THE ACCOUNT OF HAYNES AND BOONE, LLP
ABA NO. 0260-0959-3 OPERATING ACCOUNT NO. 018-08-3729-4
SWIFT Address: BOFAUS3N

For ACH Payments

FOR CREDIT TO THE ACCOUNT OF HAYNES AND BOONE, LLP
ABA NO. 111-000-025 OPERATING ACCOUNT NO. 018-08-3729-4
PLEASE REFERENCE INVOICE NUMBER: 20367042
RESPONSIBLE ATTORNEY: Janice V. Sharry
CLIENT MATTER NUMBER: 0034882.00063

haynesboone

Invoice Number: 20363388
Client/Matter Number: 0034882.00063
July 26, 2007

Highland Capital Management, L.P.
ATTN: Accounting Department
13455 Noel Road, Suite 800
Two Galleria Tower
Dallas, TX 75240

Employer Identification No. 75-1312888

Requesting Attorney: Janice V. Sharry

For Professional Services Rendered From June 1, 2007 Through June 30, 2007

Delphi Corporation

PROFESSIONAL FEES

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/01/07	W. Scott Wallace			
06/01/07	David Colletti	Research on issues related to filing Lehman Brothers letter at the request of Ms. Sharry and Mr. Stuecheli (1.8); e-mails with Ms. Sharry regarding filing Lehman Brothers letter (.5); review Lehman Brothers addendum letter (.1).	2.50	\$737.50
06/01/07	Judith Elkin	Review revised Lehman letter and discuss with Mr. Parkins (.6); discuss status of Pardus with Ms Sharry (.9).	1.50	\$1,087.50
06/01/07	Janice V. Sharry			
06/01/07	Lenard M. Parkins	Numerous telephone conferences with P. Daughterly and M. Shapiro from Lehman regarding Delphi situation and need to	5.00	\$3,625.00

Haynes and Boone, LLP
Attorneys and Counselors
901 Main Street, Suite 3100
Dallas, Texas 75202-3789
Phone: 214.651.5000
Fax: 214.651.5940
www.haynesboone.com

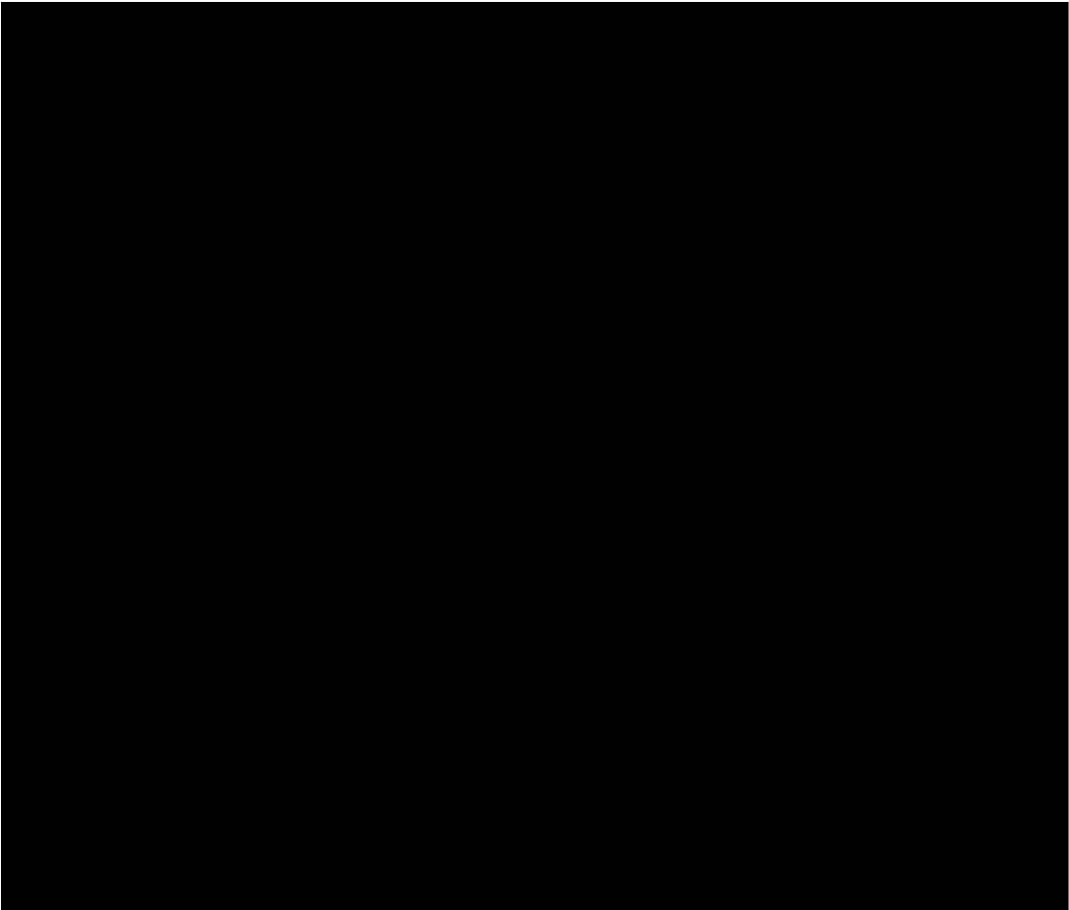

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		engage Lehman as consulting expert(2.6); work on consulting expert agreement with J. Elkin (1.6); numerous e-mails from R. Strickland from Wilkie, counsel for Pardus regarding effort to set up meeting with GM and GM's request for Delphi to appear at meeting(0.8).		
06/01/07	Fletch Johnston	Review and analyze Delphi and Pardus and Lehman communications and documents and related Section 13 filings (1.1); discuss outstanding issues and action items with Ms. Sharpy and Mr. Colletti (.6).	1.70	\$569.50
06/02/07	Lenard M. Parkins	Several e-mails from R. Strickland of Wilkie regarding efforts to set up GM meetings with Highland(0.6).	0.60	\$435.00
06/03/07	Lenard M. Parkins			
06/03/07	Judith Elkin	Telephone conference with Mr. Parkins; review revised Lehman letters.	1.20	\$870.00
06/04/07	Judith Elkin	Telephone conference with Mr. Parkins regarding update on Pardus (.2); conference call with Mr. Shapiro, Mr. Conroy and Mr. Parkins regarding Lehman retention (0.5); review executed agreement with Lehman and Highland and Lehman and Pardus (.5); prepare draft consulting agreement with Lehman, Highland and HB (1.3); review revisions to same of Mr. Parkins and conference call with Mr. Parkins and Ms. Sharpy to discuss (.7) and with Mr. Stuecheli (.3); revise letter and redistribute (.3); review correspondence from Pardus regarding transaction (.2); conference call with Ms Sharpy and Mr. Parkins regarding next steps after withdrawal of Pardus (.3).	4.30	\$3,117.50
06/04/07	Byron L. Kelley	Pulled all 13Ds created by Appaloosa representing their purchase of Delphi shares, and then reviewed them to see if Cerberus had reported with Appaloosa, which they have not.	3.60	\$738.00
06/04/07	Jermaine K. Johnson	Conduct limited online legal research regarding Delphi's proposed plan investment and framework support agreements and advise L. Parkins of research findings and related Delphi bankruptcy case filings.	1.50	\$292.50
06/04/07	Janice V. Sharpy			

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/04/07	David Colletti	Put together final executed Lehman Brothers letter with signatures (.3); discuss Schedule 13D/A for lehman brothers letter with Ms. Sharpy (.4); review Appaloosa and Cerberus filings for Ms. Sharpy and discuss (.6).	1.30	\$383.50
06/04/07	Lenard M. Parkins			
06/05/07	Janice V. Sharpy			
06/05/07	Judith Elkin			
06/05/07	Karl Burre	Conference with Mr. Parkins regarding equity commitment issues (.1); review dockets in Owens Corning, USG and Northwest Airlines Bankruptcies and retrieve equity commitments and related motions and objections that have been approved by bankruptcy courts (2.9); review final equity commitment agreements approved by the Bankruptcy Courts (.7).	3.70	\$1,036.00
06/05/07	Lenard M. Parkins			
06/06/07	Lenard M. Parkins			

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/06/07	Fletch Johnston			
06/06/07	Karl Burrer	Review Plan Framework Support Agreement between Delphi, GM, Appaloosa, Cerberus, Harbinger, Merrill and UBS (.8); review letter and attached exhibits from Lehman to Delphi (.7); review and revise Plan of reorganization term sheet (1.9); review Equity Purchase and Commitment Agreement (.9).	4.30	\$1,204.00
06/06/07	Judith Elkin	Review draft terms sheets based on three investment scenarios (2.3); telephone conference with Mr. Parkins regarding same (.2); conference call with clients and Lehman to review documents (1.0) telephone conference with Mr. Parkins and Ms. Sharry regarding term sheet revisions, equity commitment term sheet and plan support agreement (.5); review and give comments on equity commitment term sheet (.4); review revised terms sheets, cover letter and revised consulting agreement with Lehman (2.1); telephone conference with Mr. Parkins regarding discussions with company and regarding discussions with Skadden (.3)	6.80	\$4,930.00
06/06/07	W. Scott Wallace	Conference with Ms. Sharry regarding 13D filing issues (.2).	0.20	\$112.00
06/06/07	David Colletti			
06/06/07	Janice V. Sharry			
06/06/07	Janice V. Sharry	Revise indication of interest (1.4); telephone conferences with Lehman and Mr. Parkins regarding same (1.0).	2.40	\$1,428.00
06/07/07	Janice V. Sharry			

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/07/07	Judith Elkin			
06/07/07	Karl Burrer	Conference with Mr. Parkins and Ms. Elkins regarding drafting Highland, Delphi and GM Plan Framework Support Agreement (.3); review prior Plan Framework Support Agreement (.6); begin drafting, reviewing and revising Plan Framework Support Agreement to conform agreement to Plan of Reorganization Term Sheet (4.1); conference with Mr. Parkins on the same (.1)	5.10	\$1,428.00
06/07/07	David Colletti	Answer questions for Ms. Sharry from Mr. Johnston (.3)	0.30	\$88.50
06/07/07	Fletch Johnston			
06/07/07	Lenard M. Parkins			
06/08/07	Lenard M. Parkins	Extended telephone conference with M. Conroy from Lehman regarding presentation materials for meeting with Delphi and GM(0.8); telephone conference with Lehman and Highland to discuss presentation with Delphi and GM for meeting on 6-11-07(2.7)	3.50	\$2,537.50
06/08/07	Karl Burrer	Conference with Mr. Parkins regarding final revisions to Plan Framework Support Agreement (.7); review and revise Plan Framework Support Agreement in accordance with changes and proofread agreement (2.9); draft cover letter for distribution of agreement to working group explaining revisions to agreement (.2); distribute Plan Framework Support Agreement and cover letter via e-mail (.1).	3.90	\$1,092.00
06/08/07	Judith Elkin	Telephone conference with Mr. Parkins regarding NDA issue and Appaloosa (.2); review several valuation and financial analyses and comparisons prepared by Lehman (2.2); review	2.90	\$2,102.50

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		press coverage (.3); telephone conference with Mr. Parkins regarding plan support agreement and GM meeting (.2).		
06/08/07	Janice V. Sharry			
06/09/07	Lenard M. Parkins	Work on presentation materials for meeting with GM and Delphi(1.8).	1.80	\$1,305.00
06/10/07	Lenard M. Parkins	Telephone conference with J. Sharry and Matt Conroy from Lehman regarding presentation materiel and comments thereto (0.8).	0.80	\$580.00
06/10/07	Janice V. Sharry	Review report prepared by Lehman (1.0); provide comments to Mr. Conroy (.5); discuss meeting and work on issues relating to same (.8).	2.30	\$1,368.50
06/10/07	Judith Elkin	Review revised letter from Lehman to Delphi (.3); review several versions of proposals to company, sensitivity analyses and presentation materials for meeting with company and GM (5.2); correspondence with Ms Sharry and Mr. Parkins regarding same (.5); review miscellaneous media coverage (.3).	6.30	\$4,567.50
06/11/07	Judith Elkin			
06/11/07	David Colletti	Answer miscellaneous questions for Mr. Johnston and find necessary drafts of documents to be revised for new terms.	0.40	\$118.00
06/11/07	Janice V. Sharry			
06/11/07	Lenard M. Parkins	In New York for meeting with Gm and Delph(4.6); work on presentation materials with Lehman for meeting with GM and Delphi (2.5);	7.10	\$5,147.50
06/11/07	Fletch Johnston			

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/12/07	Fletch Johnston	Work on Schedule 13D (2.3); work on due diligence matters (2.8).	5.10	\$1,708.50
06/12/07	Lenard M. Parkins	Internal conference call with HB due diligence team and regarding visit to Troy, Michigan; review due diligence material delivered to HB from Delphi(2.40).	2.80	\$2,030.00
06/12/07	Lenard M. Parkins	Two telephone conferences with J. Penn regarding update call on GM and other due diligence issues(0.40)	0.40	\$290.00
06/12/07	N. Alex Nolte	Telephone conference with Randy Colson and Andrew Ehmke regarding Delphi review; (.05) review corporate data room index in preparation for IP diligence project in Troy, Michigan. (1.5)	2.00	\$780.00
06/12/07	Janice V. Sharry	Work on 13D and revise same (1.4); various telephone conferences regarding due diligence requirements and data room availability with Skadden and others (1.2); work on access forms and other matters relating to due diligence (1.0);discuss issues regarding GM and various other matters to be accomplished in connection with transaction with Mr. Stuecheli, Mr. Parkins, Ms. Elkin and others (1.3); review ECPA issues with Mr. Johnston (.3).	5.00	\$2,975.00
06/12/07	Mike Danforth	Complete application for entry to Delphi data rooms (.2); review data room indices for relevant employee benefit materials (.4).	0.60	\$168.00
06/12/07	Allison Heo	Work on due diligence request list and working group list.	8.20	\$2,173.00
06/12/07	David Colletti	Answering miscellaneous questions for Mr. Johnston regarding status of diligence conducted previously (.3).	0.30	\$88.50
06/12/07	Erika Blomquist	Review initial correspondence received from Ms. Heo (.2); conference with Mr. Peck regarding bankruptcy issues (.3); analysis of insurance provisions of due diligence list (.60); correspondence to Ms. Heo regarding revisions to same (.3).	1.40	\$574.00
06/12/07	Brandon Jones	Review and consider due diligence issues.	0.60	\$213.00
06/12/07	William C. Wilshusen	Office conferences concerning due diligence list (.20); review due diligence list (.20).	0.40	\$198.00
06/12/07	Judith Elkin	Correspondence with Mr. Parkins, Mr. Conroy and Ms Sharry regarding PWC report (.2); review initial due diligence request draft (.4); review Debtors' proposed corporate governance procedures (.4); numerous correspondence and telephone conference with Mr. Parkins, Ms Sharry, Mr. Conroy, Mr. Stuecheli and Mr. Smidt regarding PWC report and related	3.20	\$2,320.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		waiver letter needed to access same, and review waiver letter (.8); meet with Mr. Penn regarding due diligence issues on bankruptcy side (.4); correspondence with Mr. Smidt regarding signed waiver (.2); review revised due diligence list (.6); review draft 13D amendment and revised draft (.2).		
06/12/07	Susan A. Wetzel	Review proposed due diligence list (.4); conference with Ms. Heo regarding same (.2); conference with Mr. Danforth regarding benefit plan issues to review in due diligence (.2).	0.80	\$328.00
06/12/07	Karl Burrer	Review correspondence regarding due diligence from Ms. Heo (2); review Preliminary Due Diligence Request memorandum to Delphi (.3); review Delphi's public documents to determine what categories in the due diligence memorandum can be reduced or eliminated (2.9); review correspondence from Ms. Wardlaw regarding access to data room form (.2) complete data room access form (.2).	3.80	\$1,064.00
06/12/07	Kenneth K. Bezozo	Review tax issues relating to proposed acquisition.	0.40	\$300.00
06/12/07	Liz Wardlaw	Revise and edit working group list (3.0).	3.00	\$735.00
06/12/07	Liz Wardlaw	Coordinate the due diligence review (4.0); participate in conference call to determine the initial scope of due diligence (.5); review and edit the due diligence checklist to fit our level of review (2.5).	7.00	\$1,715.00
06/12/07	John Penn	Work on data request and related issues.	3.80	\$2,033.00
06/12/07	Mary S. Mendoza	Telephone conference with Ms. Heo regarding environmental due diligence (.6); revise data request (1.0).	1.60	\$720.00
06/13/07	Mary S. Mendoza	Discuss environmental due diligence with Ms. Heo; draft overview of issues raised through review of dataroom index.	0.90	\$405.00
06/13/07	John Penn	Continue working on due diligence background, organization and related issues.	8.70	\$4,654.50
06/13/07	Liz Wardlaw	Revise working group lists (Lehman's and H&B) (2.5).	2.50	\$612.50
06/13/07	Liz Wardlaw	Review information on the five different virtual data sites (5.0); continue to coordinate due diligence with other members of the Haynes and Boone team (1.9); participate in conference call regarding the scope of due diligence (.5).	7.40	\$1,813.00
06/13/07	Susan A. Wetzel	Review list of benefits documents in the due diligence room (.2); conference with Mr. Danforth regarding due diligence review (.3).	0.50	\$205.00
06/13/07	Eric Jasso	Research employee benefit plans offered by Delphi Corp.	0.40	\$34.00
06/13/07	Karl Burrer	Review proposed changes to Plan Framework and Support	5.60	\$1,568.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		Agreement (.7); conference with Mr. Parkins regarding amendments to Plan Framework and Support Agreement (.5); revise Plan Framework and Support Agreement (.8); begin creating database from the Delphi claims website for Delphi general unsecured proof of claims for the purposes of determining whether the Debtors' assumed exposure of \$1.7 billion is valid (2.7); remove expunged claims from the claims database (.3); review certain unknown and undetermined claims to determine possible basis for the claims (.6); conference with Ms. Elkins and Mr. Penn regarding additional categories of necessary information for purposes of determining outstanding claims asserted by the Debtors (.3).		
06/13/07	Judith Elkin	Review and revise plan support agreement and give Mr. Parkins and Ms Sharry comments on same (.8); meet with Mr. Penn to go over due diligence proposals (.4); numerous telephone conferences with Mr. Parkins, Ms Sharry and Mr. Penn regarding due diligence procedures, structure and proposal (1.2); conference call with client, Lehman and Loughlin Meghji to refine proposal and allocate duties (1.0); review draft due diligence requests to Skadden, meeting agenda for management meetings and discuss allocation (.8); correspondence with Mr. Penn regarding litigation due diligence (.2); review business plan from PWC and certain other PWC documents (3.2).	7.60	\$5,510.00
06/13/07	Melissa M. Goodman	Work on due diligence employment requests.	0.90	\$423.00
06/13/07	Allison Heo	Work on formulating due diligence scope and approach with project team members (2.0); review indices for Troy corporate documents, labor documents and Interiors documents (4.9).	6.90	\$1,828.50
06/13/07	Jermaine K. Johnson	Conduct corporate due diligence research regarding Delphi Corporation and advise L. Parkins and J. Penn of research findings.	2.10	\$409.50
06/13/07	Carie G. McKinney	Review initial documents in preparation for due diligence.	0.30	\$114.00
06/13/07	Mike Danforth	Discussion with Mr. Jasso regarding preliminary due diligence review of publicly filed documents and company website (.3); preparations regarding trip to Troy, Michigan (.2); discussion with Ms. Wardlaw and Ms. Wetzel regarding scope of due diligence review and online datasite (.5); review and analysis of documents on online datasite (1.3).	2.30	\$644.00
06/13/07	Janice V. Sharry	Review indices (1.0); review issues regarding due diligence with Mr. Parkins and others (1.2); conference call with parties regarding scope of same (1.0); prepare list of issues (.5); work	6.70	\$3,986.50

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		on 13D amendment and filing of same (1.0); work on engagement letter with Laughlin Meghli and finalize same (1.0); various telephone calls with working group regarding due diligence, preparation of ECPA and other matters (1.0).		
06/13/07	N. Alex Nolte	Intellectual property document review.	1.60	\$624.00
06/13/07	Lenard M. Parkins	Internal HB team meeting regarding due diligence efforts and regarding MDL, GM and Union issues, and environmental issues for review(4.10); extended telephone conference with Lehman regarding plan negotiations and valuation issues for Highland(2.2).	6.30	\$4,567.50
06/13/07	Mark Elmore	Review database in connection with Delphi review.	0.30	\$94.50
06/13/07	Ian T. Peck	Began due diligence review of materials in electronic claims databases.	1.80	\$693.00
06/13/07	Fletch Johnston	Prepare for and participate on working group due diligence conference calls (2.4); work on due diligence matters (2.7); work on Schedule 13D (3.3); conference calls with representatives of Highland and counsel to Delphi concerning Schedule 13D (.70).	9.10	\$3,048.50
06/14/07	Fletch Johnston	Work on due diligence matters (2.3); work on PSA (1.1); prepare for and participate on due diligence call (1.0); work on EPCA (3.1).	7.50	\$2,512.50
06/14/07	Ian T. Peck	Continue due diligence review of materials in electronic claims databases (7.2); revise memorandum regarding information contained in electronic claims databases (.4).	7.60	\$2,926.00
06/14/07	Mark Elmore	Continue work on due diligence project for Delphi project.	0.70	\$220.50
06/14/07	Brandon Jones	Review and consider issues related to the acquisition.	1.30	\$461.50
06/14/07	Lenard M. Parkins	Telephone conference with P. Daugherty regarding GM issues and with J. Butler's request regarding exclusivity extension(0.5); work on due diligence issues regarding GM and UAW and participate in GM due diligence call with Delphi(3.7).	4.20	\$3,045.00
06/14/07	N. Alex Nolte	Intellectual property document review in virtual data rooms	4.20	\$1,638.00
06/14/07	Janice V. Sharpy			
06/14/07	Mike Danforth	Review annual reports, proxy statements, Form 5500 filings, and other public documents to determine what benefits are	8.70	\$2,436.00

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		offered to employees (1.8); review due diligence workroom indexes for relevant documents (1.0); contact Ms. Wetzel and Mr. Chester regarding due diligence review (.5); review and analyze employee benefit and labor due diligence materials in Troy data room (6.2)		
06/14/07	Allison Heo	Make arrangements for due diligence trip to Delphi Corporation in Troy, Michigan (5.5); travel to Troy (5.5); conduct due diligence of corporate documents in Troy Data Room (4.0).	15.00	\$3,975.00
06/14/07	Melissa M. Goodman	Work on labor issues for due diligence.	0.40	\$188.00
06/14/07	Arthur T. Carter	Receipt of information regarding identifying waiver documents for review; telephone conferences regarding information to be reviewed; review indexes of labor agreements, documents produced to Union, analytical studies, and other materials relating to business units and labor issues; review of index of documents contained in Troy and highlight same regarding items to copy; prepare brief e-mail on documents that should be reviewed and follow up issues;	5.30	\$2,623.50
06/14/07	Liz Wardlaw	Review the indices for each of the virtual data rooms to determine what types of documents there are and what issues may be present (4.5); coordinate with other members of the due diligence team to review those documents requiring specialized attention (2.0); draft summary of the information found in the virtual data rooms (2.0); prepare binder of filings made by Appaloosa relating to Delphi (1.0).	9.50	\$2,327.50
06/14/07	Judith Elkin	Prepare letter acknowledging Haynes and Boone acceptance of confidentiality agreements, obtain comments on same from Ms Sharry and Mr. Parkins and distribute same (.7); correspondence with Mr. Conroy regarding distribution of Lehman acknowledgement letter (.2); meet with Mr. Penn regarding due diligence and get report on data rooms and progress made to date (1.2); numerous telephone conferences with Mr. Parkins regarding due diligence issues and discussions with equity committee issues (.8).	2.90	\$2,102.50
06/14/07	Eric Jasso	Research employee benefit and executive compensation plans sponsored by Delphi Corp.	1.20	\$102.00
06/14/07	Tiffany Walker	Conference with Ms. Wetzel regarding due diligence summary (.2); review public filings describing plans sponsored by Delphi (.9); prepare document noting documents needed (.5); follow up conference with Ms. Wetzel (.2).	1.80	\$612.00
06/14/07	John Penn	Continue due diligence efforts regarding bankruptcy claims	3.70	\$1,979.50

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		issues.		
06/14/07	Susan A. Wetzel	Conference with Mr. Danforth regarding due diligence review in Detroit (.2); conference with Ms. Wardlaw regarding summary of data room documents (.2); conference with Ms. Walker regarding review of employee benefits plans Form 5500 and additional documents we may need to request (.2); conference with Mr. Carter regarding review of labor document lists (.2); conference with Mr. Plenge regarding review of same (.2); conference with Mr. Danforth regarding benefits documents review (.4); conference with Ms. Walker regarding her review of benefit documents (.2); draft summary of documents which require additional review (.9).	2.50	\$1,025.00
06/14/07	Charles F. Plenge	Conference regarding review of document due diligence lists (.3); review lists and prepare description of categories of documents to be requested (1.8).	2.10	\$1,249.50
06/14/07	Erika Blomquist	Review insurance documents provided in due diligence review.	0.80	\$328.00
06/14/07	Mary S. Mendoza	Identify key documents from Detroit data room index; review electronic data rooms for key issues on environmental and draft memorandum regarding same.	3.50	\$1,575.00
06/15/07	Kim Morzak	Confer with Mr. Peck concerning review of docket sheet to identify all key bankruptcy pleadings; begin review of docket sheet from December 1, 2006 forward, assemble key pleadings and draft index for same.	4.00	\$780.00
06/15/07	John Penn	Continue due diligence efforts regarding bankruptcy claims issues.	1.60	\$856.00
06/15/07	Erika Blomquist	Continue review and analysis of insurance-related documents (1.1); draft correspondence to Ms. Wardlaw regarding issues related thereto (.4).	1.50	\$615.00
06/15/07	Judith Elkin	Telephone conference with Mr. Parkins regarding revisions to PSA (.3); telephone conference with Mr. Parkins regarding discussions with Mr. Butler and exclusivity issues (.3); review revised EPCA and correspondence with Mr. Parkins regarding meeting with Lehman in variance issues (1.0); review miscellaneous due diligence report summaries on data bases (.5); correspondence with Ms Morzak and Mr. Peck regarding significant case pleadings (.3); review revised PSA (.4).	2.80	\$2,030.00
06/15/07	Allison Heo	Request environmental documents in Troy Data Room (3.0); review real estate documents (2.0); review corporate documents (8.00); arrange document access, set up conference calls and conduct other administrative tasks relating to due diligence (2.0).	15.00	\$3,975.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/15/07	Jermaine K. Johnson	Conduct online due diligence research regarding Delphi bankruptcy case status and corporate matters and advise L. Parkins and the working group of research findings.	2.10	\$409.50
06/15/07	Mike Danforth	Prepare Data Room Copy Request Forms for environmental due diligence documents (3.4); review and analyze employee benefit and labor materials in Troy data room (8.4).	11.80	\$3,304.00
06/15/07	Jeff T. Ragsdale	Prepare binder of Delphi filings with SEC from 1/1/07 in connection with Highland Capital Bid.	1.20	\$246.00
06/15/07	Janice V. Sharpy	Discuss issues with Mr. Daugherty (.5); discuss issues regarding bankruptcy pleadings with Mr. Parkins and discuss communications with Mr. Butler and others [REDACTED] (1.0); continue review of process and documents for due diligence effort (1.2); prepare information for Willis (.3).	3.00	\$1,785.00
06/15/07	Susan A. Wetzel	Conference with Mr. Danforth regarding status of his review of benefits documents.	0.20	\$82.00
06/15/07	William C. Wilshusen	Office conference concerning real estate due diligence issues.	0.30	\$148.50
06/15/07	Liz Wardlaw	Prepare summary of the documents found in the virtual data sites (1.0); pull all the public filings of Appaloosa relating to Delphi (1.8); prepare for and participate in due diligence conference call (1.0); coordinate with other attorneys so that they have the information they need so that they can perform diligence with respect to their areas (1.7).	5.60	\$1,372.00
06/15/07	N. Alex Nolte	Telephone conference with Allison Heo. Assist with Delphi IP document review.	1.80	\$702.00
06/15/07	Lenard M. Parkins	Telephone conference with J. Butler regarding GM settlement and timing on settlement documents and regarding due diligence review by Highland(1.1); discussion with Butler regarding motion to extend exclusivity (0.4).; work on EPCA and PSA agreements(4.1); two telephone conference with P Dugherty regarding exclusivity and related issues(0.6).	6.20	\$4,495.00
06/15/07	Ian T. Peck	Continue due diligence review of materials in electronic claims databases and materials available on court docket (6.7); coordinate delivery of CFO report (.3); arrange for additional staffing upon receipt of CFO report (.4).	7.40	\$2,849.00
06/15/07	Mark Elmore	Continue work on the Delphi due diligence project.	1.70	\$535.50
06/15/07	Fletch Johnston	Work on EPCA (1.1); work on PSA (.5); work on due diligence documents with Willis (.4); review and analyze Schedule 13D issues with Ms. Sharpy and Mr. Parkins (1.1).	3.10	\$1,038.50
06/16/07	Lenard M. Parkins	Telephone conference with. Penn regarding due diligence	1.30	\$942.50

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		issues and preparation for meeting with Butler on 6-19-07(0.4); participate in due diligence call with Delphi regarding Chapter 11 issues (0.9).		
06/16/07	Ian T. Peck	Prepare for and participate in Delphi-Highland investor call (3.8); draft memorandum to Ms. Sharry, Mr. Parkins and Ms. Elkin summarizing investor call (1.9).	5.70	\$2,194.50
06/16/07	Mike Danforth	Review and analyze employee benefit due diligence materials in Troy data room.	8.60	\$2,408.00
06/16/07	Allison Heo	Review corporate documents in Troy Data Room (8.0); make follow up arrangements for document access and conference calls with Delphi/Skadden Arps (1.0).	9.00	\$2,385.00
06/16/07	Jermaine K. Johnson	Organize due diligence materials and files (1.0).	1.00	\$195.00
06/16/07	Judith Elkin	Review confidentiality stipulation pertaining to litigation summaries and discuss with Mr. Penn (.5); telephone conference with Mr. Parkins (.2); review summary of meetings with company (.5); review motion to extend exclusivity (.5); review sales procedure motion regarding Mexican brake pad assets (.6).	2.30	\$1,667.50
06/16/07	John Penn	Participate in due diligence session (telephonically) with Highland, Lehman and Delphi.	2.60	\$1,391.00
06/16/07	Mary S. Mendoza	Review environmental due diligence materials in electronic data rooms and summarize additional high level environmental issues.	6.60	\$2,970.00
06/17/07	Mary S. Mendoza	Review environmental due diligence materials in electronic data rooms and summarize additional high level environmental issues.	2.90	\$1,305.00
06/17/07	Judith Elkin	Telephone conference with Mr. Gartner; review litigation summary.	3.50	\$2,537.50
06/17/07	Janice V. Sharry	Review draft of ECPA (.8); work on review of due diligence materials (.4).	1.20	\$714.00
06/17/07	Lenard M. Parkins	Review CRO Report delivered by Delphi; draft memo regarding same(5.3).	5.30	\$3,842.50
06/18/07	Lenard M. Parkins	Telephone conference with HB Delphi team and with Lehman regarding due diligence progresses and work to be done(1.1); telephone conference with J. Sharry regarding EPCA issues(0.7); review public filings regarding MDL issues (0.5); telephone conference with J. Penn in preparation for meeting with Butler and GM and MDL issues(0.4).	2.70	\$1,957.50

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/18/07	Ian T. Peck	Review CFO report (1.6); work on memorandum to Mr. Parkins summarizing significant claims issues (2.8).	4.40	\$1,694.00
06/18/07	Janice V. Sharry	Work on revisions to ECPA (1.0); discuss issues with Mr. Stuecheli and Mr. Parkins (1.0); work on various due diligence issues (.8).	2.80	\$1,666.00
06/18/07	Liz Wardlaw	Prepare for and participate in conference call relating to due diligence (1.0); pull and review customer and supply contracts from the 5 virtual data rooms (4.0).	5.10	\$1,249.50
06/18/07	Judith Elkin	Review miscellaneous claims and other due diligence summaries; correspondence with Ms. Heo regarding confidentiality agreement acknowledgement; review revise plan proposal and DIP documents.	2.20	\$1,595.00
06/18/07	Charles F. Plenge	Conference regarding pension funding issues and review of documents.	1.80	\$1,071.00
06/18/07	John Penn	Continued due diligence work, including reviewing litigation report and conference call with Highland regarding outstanding due diligence issues.	3.60	\$1,926.00
06/18/07	Allison Heo	Work on due diligence memorandum on Troy corporate index documents (2.0); work on summaries of labor documents requested by Lehman Brothers (2.5); work on request for documents of corporate index documents in Troy Data Room (1.5); arrange environmental conference call (0.5); coordinate employee benefits review of documents on Delphi Pension Funding CD (0.5).	7.00	\$1,855.00
06/18/07	Jermaine K. Johnson	Conduct additional due diligence research regarding Delphi bankruptcy case status and corporate matters and advise L. Parkins of research findings.	2.50	\$487.50
06/18/07	Mary S. Mendoza	Develop preliminary list of questions for interview with Delphi on environmental issues; communicate with Ms. Heo regarding same.	2.10	\$945.00
06/18/07	Kim Morzak	Finalize review of Delphi docket sheet from December 2006 to current date, identify, assemble and index all key bankruptcy pleadings and confer with Mr. Peck regarding same.	4.50	\$877.50
06/18/07	Susan A. Wetzel	Conference with Mr. Danforth regarding due diligence review (.1); conference with Ms. Sharry and Ms. Heo regarding pension plan liability review (.2); review pension plan funding waiver documents (1.4).	1.70	\$697.00
06/18/07	Mike Danforth	Prepare Data Room Copy Request Forms for employee benefit, executive compensation and labor due diligence materials (2.2); discuss corporate due diligence material index with Ms.	2.90	\$812.00

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		Heo (.2); review notes and other materials from due diligence review (.5).		
06/18/07	Jeff T. Ragsdale	Prepare binder of Delphi filings with SEC from 1/1/07 in connection with Highland Capital Bid.	1.20	\$246.00
06/18/07	Fletch Johnston	Participate in due diligence meetings (1.3); work on due diligence documents with Willis (.4).	1.70	\$569.50
06/19/07	Fletch Johnston	Work on due diligence matters (1.5); participate in environmental conference calls (.40).	1.90	\$636.50
06/19/07	Susan A. Wetzel	Conference with Mr. Plenge regarding analysis of pension plan liability following transfer of plan liabilities (1.00); draft and send e-mail to Ms. Sharry regarding pension plan liability issues (.2); conference with Mr. Danforth regarding additional pension plans discovered during due diligence (.2); review benefits due diligence summary (.4); conference with Mr. Danforth regarding same (.3); conference with Mr. Danforth regarding items he should look for in due diligence review (.4).	2.50	\$1,025.00
06/19/07	John Penn	Prepare for and participate in conference call with Mr. Butler and Mr. Parkins regarding MDL, asbestos, warranty and other issues and prepare memo regarding same.	3.80	\$2,033.00
06/19/07	Charles F. Plenge	Review merger of Delphi Hourly with GM Pension Plan; review changes to merger proposal and conference regarding funding changes regarding same.	2.50	\$1,487.50
06/19/07	Jeff T. Ragsdale	Prepare binder of Delphi filings since 1/1/07 in connection with the Highland Capital bid.	0.30	\$61.50
06/19/07	Liz Wardlaw	Pull and review customer and supply contracts on virtual data rooms (1.0); prepare of the contracts for client (2.5).	3.50	\$857.50
06/19/07	Jermaine K. Johnson	Review Delphi docket for content and update where appropriate (.8); prepare materials for attorney use (1.3); organize files (1.0).	3.10	\$604.50
06/19/07	Mary S. Mendoza	Review new documents on environmental issues from Detroit data room.	6.80	\$3,060.00
06/19/07	Mike Danforth	Review notes from due diligence review of employee benefit materials (1.7); discuss employee benefit issues with Ms. Wetzel (.5); review and analyze Form 5500's for defined benefit plans sponsored by Delphi and affiliates (.8); discuss review of labor issues with Mr. Carter (.2); discussions with Ms. Heo and Mr. Gartner regarding unavailability of copies (.5); prepare supplemental copy request list (.3); make arrangements for travel to Troy (.2).	4.20	\$1,176.00
06/19/07	Eric Jasso	Review Delphi Corporation's Defined Benefit plans From	1.80	\$153.00

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		5500's and summarize.		
06/19/07	Janice V. Sharry	Review issues with Mr. Parkins (.6); discuss revisions to EPCA and other matters with Mr. Johnston (.6); review various due diligence materials (.7).	1.90	\$1,130.50
06/19/07	Ian T. Peck	Continue due diligence review of materials in electronic claims databases and materials available on court docket.	4.50	\$1,732.50
06/19/07	Lenard M. Parkins	Meeting with J. Butler at Skadden regarding GM and MDL and plan proposal(2.0); two telephone conference with J Penn regarding memorandum regarding meeting with Butler(1.5); numerous telephone conference with J. Sharry and F. Johnston regarding EPCA status and review updated drafts of same(2.40); review pleadings filed and all exhibits regarding EPCA and PSA(0.7).	6.60	\$4,785.00
06/19/07	Allison Heo	Draft due diligence summary of documents in Troy Data Room (3.0); work on labor materials issue (1.0); coordinate due diligence requests and other outstanding matters with Skadden (1.5); prepare for trip to Troy (4.0); travel to Troy (4.5).	14.00	\$3,710.00
06/20/07	Allison Heo	Review corporate documents (10.0).	10.00	\$2,650.00
06/20/07	Arthur T. Carter	Review of notes concerning documents at Troy, MI; index content of virtual labor law document room; telephone conference regarding follow-up labor and/or other issues to focus on telephone conference regarding status of matters and assessment required of documents relating to labor issues.	3.00	\$1,485.00
06/20/07	N. Alex Nolte	Review intellectual property related documents in virtual data rooms and prepare for document review at Delphi's headquarters.	6.50	\$2,535.00
06/20/07	Lenard M. Parkins	Extended telephone conference with J. Sharry and J. Penn regarding MDL litigation and other major due diligence issues(1.2); work on EPA and PISA and review revisions to apply to Highland versus the Appaloosa deal(2.8); telephone conference with P. Daugherty regarding GM issues (0.5).	4.50	\$3,262.50
06/20/07	Ian T. Peck	Prepare for and participate in telephone conference with Mr. Papelian, Mr. Meisler, and Mr. Penn regarding bankruptcy claims litigation (1.1); review materials identified during call and draft memorandum to Mr. Parkins regarding same (3.4).	4.50	\$1,732.50
06/20/07	Janice V. Sharry	Telephone conference with Mr. Daugherty and Mr. Parkins (.5); discuss issues regarding EPCA with Mr. Johnston (.5); work on review of due diligence summaries and other due diligence materials (1.2).	2.20	\$1,309.00
06/20/07	Susan A. Wetzel	Conference with Mr. Carter regarding data room documents	0.20	\$82.00

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		and diligence review issues.		
06/20/07	Mary S. Mendoza	Additional analysis of documents relating to development of reserves for environmental matters (5.1); revise agenda requested by Delphi for environmental due diligence call (.5); prepare questions for environmental due diligence call (.6).	6.20	\$2,790.00
06/20/07	Liz Wardlaw	Prepare due diligence summary of the customer and supply contracts found in the virtual data rooms (5.0).	5.50	\$1,347.50
06/20/07	Mike Danforth	Review and analyze HR Documents in Troy data room (8.0); update Ms. Wetzel on due diligence issues (.2).	8.20	\$2,296.00
06/20/07	John Penn	Travel to Troy to review litigation documents; conference with Mr. Papelian regarding litigation issues; review litigation documents and assist in due diligence review.	8.00	\$4,280.00
06/20/07	Jermaine K. Johnson	Review Delphi bankruptcy case docket for content and attention to case management.	1.20	\$234.00
06/20/07	Fletch Johnston	Work on revised draft EPCA and related documents and discuss same with Mr. Parkins and Ms. Sharry.	6.70	\$2,244.50
06/21/07	Fletch Johnston	Work on revised draft EPCA and discuss same with Mr. Parkins and Ms. Sharry.	3.40	\$1,139.00
06/21/07	Ian T. Peck	Draft memorandum to Mr. Parkins regarding June 20 litigation call with Mr. Papelian.	2.60	\$1,001.00
06/21/07	Lenard M. Parkins	Telephone conference with J. Sharry regarding EPCA issues(0.5); telephone conference with J. Penn regarding treatment of equity damages under plan of reorganization(0.6); work on EPCA and PSA-- Version 3 (1.6).	2.70	\$1,957.50
06/21/07	N. Alex Nolte	Review intellectual property documents in the Delphi document room in Troy, Michigan.	15.00	\$5,850.00
06/21/07	Liz Wardlaw	Prepare and edit due diligence summary of the customer and supply contracts found in the virtual data rooms (3.0).	3.00	\$735.00
06/21/07	Mike Danforth	Review and analyze employee benefit documents in Troy database.	13.20	\$3,696.00
06/21/07	Erika Blomquist	Correspondence to Mr. Cline regarding insurance issues.	0.10	\$41.00
06/21/07	John Penn	Additional due diligence, including participating in the Environmental status call, reviewing additional litigation documents and discussion with Skadden regarding MDL issues; correspond with Lehman and Mr. Parkins regarding MDL exposure issues.	6.80	\$3,638.00
06/21/07	Allison Heo	Review corporate document (1.0); draft due diligence memorandum (4.0).	5.00	\$1,325.00

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06/21/07	Charles F. Plenge	Telephone conference with Mr. Danforth regarding document review questions.	0.40	\$238.00
06/21/07	Judith Elkin	Review revisions to EPCA from Mr. Parkins; correspondence with Mr. Johnston regarding same.	0.70	\$507.50
06/21/07	Mary S. Mendoza	Finish review of Detroit documents (foreign assets) (.5); call with Delphi representatives regarding environmental matters and reserves (4.5); draft summary of environmental due diligence review and provide to Ms. Sharry (4.7).	9.70	\$4,365.00
06/21/07	Janice V. Sharry	Work on revisions to EPCA (1.3).	1.30	\$773.50
06/21/07	Susan A. Wetzel	Review updated benefits due diligence summary.	0.40	\$164.00
06/22/07	Judith Elkin	Review EPCA and discuss comments with Mr. Parkins (2.3); review PSA and distribute comments (1.2); telephone conference with Mr. Parkins regarding status of potential proposal (.2); review memo on due diligence issues (.3); review exclusivity extension motion, miscellaneous claims pleadings and media coverage of potential deal with UAW (1.0); correspondence with Mr. Johnston regarding various drafting issues (.3).	5.30	\$3,842.50
06/22/07	Liz Wardlaw	Edit due diligence summary of customer and supply contracts.	1.00	\$245.00
06/22/07	Mike Danforth	Review and analyze employee benefit documents in Troy dataroom (7.5); discussion with Ms. Wetzel regarding preparation of due diligence memorandum regarding pension liabilities (.6); transmit information regarding pension liabilities to Ms. Wetzel (.4).	8.50	\$2,380.00
06/22/07	Susan A. Wetzel	Conference with Mr. Danforth regarding results of his due diligence review (.3); conference with Ms. Heo regarding pension plan memorandum (.2); review pension plan notes prepared by Mr. Danforth (.3); draft pension plan memorandum (2.3); conference with Mr. Danforth regarding due diligence memorandum and additional due diligence material reviewed (.5).	3.60	\$1,476.00
06/22/07	Janice V. Sharry	Review ECPA and other supporting documentation (1.5); review and finalize various due diligence memos and discuss issues regarding same (1.0); telephone conference with Mr. Parkins regarding proposal letter and UAW settlement (.5).	3.00	\$1,785.00
06/22/07	N. Alex Nolte	Review intellectual property documents in the Delphi document room in Troy, Michigan (6.0); begin preparing a summary of the intellectual property document review (4.0).	10.00	\$3,900.00
06/22/07	Jermaine K. Johnson	Worked with L. Parkins on Highland's proposed Equity Purchase and Commitment Agreement.	2.30	\$448.50

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06/22/07	John Penn	Continued review of documents; revise draft of claim memo.	2.40	\$1,284.00
06/22/07	Erika Blomquist	Correspondence with broker regarding insurance review.	0.10	\$41.00
06/22/07	Melissa M. Goodman	Due diligence issues.	0.20	\$94.00
06/22/07	Arthur T. Carter	Follow up on need for review of labor agreements; ascertain availability of documents in data room; follow up regarding same.	0.60	\$297.00
06/22/07	Lenard M. Parkins	Work on PSA revisions and review comments from F. Johnston and J. Sharry regarding same(4.7) ; revise documents accordingly to be consistent with EPCA draft(1.1).	5.80	\$4,205.00
06/22/07	Ian T. Peck	Review and revise memorandum to Highland Capital regarding bankruptcy claims estimates.	1.30	\$500.50
06/22/07	Fletch Johnston	Work on Delphi EPCA and PSA and related documents and discuss same with Mr. Stuecheli, Mr. Parkins and Ms. Sharry and Mr. Elkin (6.8); review and analyze Section 13 filings of members of Appaloosa/Cerberus group and Highland and filings by Delphi (1.8).	8.60	\$2,881.00
06/23/07	Fletch Johnston	Work on EPCA and PSA and related documents.	5.60	\$1,876.00
06/23/07	Mary S. Mendoza	Revise memorandum regarding environmental due diligence summary.	1.90	\$855.00
06/23/07	Lenard M. Parkins	Work on Plane Framework Support Agreement and review changes suggested by F. Johnston to same; review corresponding points in EPCA draft(6.3).	6.30	\$4,567.50
06/23/07	Arthur T. Carter	Review and follow up on recent settlement between UAW and Delphi; review list of labor documents; outline of follow up points.	1.50	\$742.50
06/23/07	John Penn	Prepare memo regarding plan alternatives for MDL issues.	1.80	\$963.00
06/23/07	Susan A. Wetzel	Review information regarding recent UAW contract negotiations (.2); continue to revise memorandum regarding pension plan liability (.4)	0.60	\$246.00
06/24/07	Judith Elkin	Review revised EPCA and PSA (1.0); correspondence with Mr. Parkins regarding revisions and status of proposal (.3); review UAW/Delphi/GM Memorandum of Understanding (1.4); review miscellaneous press coverage (.4); outline issues to discuss with Debtors and possible committees (.5).	3.60	\$2,610.00
06/24/07	Arthur T. Carter	Prepare revisions and materials for inclusion in memorandum regarding labor issues and new agreement between UAW and Delphi.	1.50	\$742.50

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06/25/07	Arthur T. Carter	Receipt and initial review of Memorandum of Understanding and attachments; follow up to identify documents referenced in Attachment E.	4.00	\$1,980.00
06/25/07	Liz Wardlaw	Revise and edit Due Diligence Summary of the Corporate Documents in the Troy Data Room (2.5); Revise and edit Due Diligence Summary of the IP Documents (1.5); assist Mr. Carter to find certain documents in the labor data room.	4.70	\$1,151.50
06/25/07	David Colletti	Answer questions on background of EPCA agreements and drafts for Mr. Parkins and Ms. Sharry.	0.20	\$59.00
06/25/07	Melissa M. Goodman	Labor due diligence.	0.30	\$141.00
06/25/07	N. Alex Nolte	Finalize intellectual property document review stage 1 and prepare summary memo regarding same.	3.90	\$1,521.00
06/25/07	John Penn	Review Term Sheets with GM, including GM / Delphi / UAW Memorandum of Understanding, regarding potential action or remedies by GM for any prospective changes to Delphi's operations or structure.	5.40	\$2,889.00
06/25/07	Judith Elkin	Review memo updates on claims, litigation, environmental and miscellaneous other due diligence (1.6); telephone conference with Mr. Parkins regarding same (.3); review exhibits to UAW/GM MOA (2.3); review miscellaneous news coverage (.2); correspondence with Lehman regarding financial due diligence update and general results (.5).	4.90	\$3,552.50
06/25/07	Janice V. Sharry	Work on revisions to EPCA and discuss same with Mr. Johnston (1.5); work on review of due diligence memoranda (1.3); various telephone conferences with Mr. Parkins and others regarding issues (.5).	3.30	\$1,963.50
06/25/07	Susan A. Wetzel	Review voicemail from MS. Sharry regarding information to be included in the due diligence memorandum (.1); conference with Mr. Danforth regarding pension liability due diligence memorandum (.2); review draft of same (.4); conference with Mr. Danforth regarding revisions to same and inclusion of change in control, retiree medical and nonqualified deferred compensation plans (.3); conference with Mr. Danforth regarding approximately measure of pension plan liability (.1); review SFAS 87 reports regarding same (.3); conference with Mr. Danforth regarding revised memo and deferred compensation plan issues (.2); review updated benefits due diligence summary (.4).	2.00	\$820.00
06/25/07	Mike Danforth	Prepare due diligence memorandum regarding liabilities associated with pension benefits, post retirement benefits other than pensions, nonqualified deferred compensation plans and	8.50	\$2,380.00

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		change in control agreements.		
06/25/07	Lenard M. Parkins	Review documents received from Delphi regarding GM and MDL litigation(2.7). telephone conference with P. Daugherty regarding GM and offer to Delphi (0.6).	3.30	\$2,392.50
06/25/07	Ian T. Peck	Review draft GM term sheet and draft UAW memorandum of understanding and work on memorandum to Mr. Parkins regarding same.	5.50	\$2,117.50
06/25/07	Fletch Johnston	Prepare for and participate on Lehman call (1.1); work on EPCA and related matters (5.4).	6.50	\$2,177.50
06/26/07	Fletch Johnston	Work on EPCA matters with Ms. Sharry and Mr. Parkins (4.2); telephone conferences with Mr. Shapiro and Mr. Conroy concerning EPCA matters (.60).	4.80	\$1,608.00
06/26/07	Ian T. Peck	Review and revise draft memorandum to Mr. Parkins regarding GM term sheet and UAW memorandum of understanding.	2.80	\$1,078.00
06/26/07	Arthur T. Carter	Research and review documents in Labor Room and Memorandum of Understanding and prepare initial draft of outline regarding same.	8.50	\$4,207.50
06/26/07	Lenard M. Parkins	Work on Delphi documents- PSA and EPCA (3.3); several telephone conference with within Lehman(M. Conroy and M. Shapiro) regarding termination fee to Appaloosa and review of order approving EPCA on Appaloosa deal(4.60.)	7.90	\$5,727.50
06/26/07	Judith Elkin	Review miscellaneous memos on due diligence on IP issues, environmental issues, corporate issues and litigation issues and regarding analysis of GM/UAW proposal (1.5); court appearance at hearing on motion to extend exclusivity (1.5); memo to clients regarding same and regarding discussion with UCC counsel (.2); conference call with Mr. Parkins, Ms Sharry and Mr. Daugherty (.5); review media coverage of union proposal (.4);	4.10	\$2,972.50
06/26/07	Janice V. Sharry	Review due diligence memorandum and distribute same to Highland (1.5); discuss project and proposal with Mr. Parkins and Mr. Daugherty (.5); discuss revisions and issues regarding EPCA with Mr. Johnston (.5); review Plan Support Agreement (.6).	3.10	\$1,844.50
06/26/07	Susan A. Wetzel	Continue to review and revise benefits due diligence memorandum (1.2); conference with Mr. Danforth regarding changes to same (.2); review revised memorandum (.9); conference with Mr. Danforth regarding open issues relating to same (.2)	2.50	\$1,025.00

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06/26/07	Mike Danforth	Review and analyze documents pertaining to change in control and employment agreements (1.2); draft and revise due diligence summary memorandum regarding employee benefit liabilities (4.5); discuss due diligence summary memorandum with Ms. Wetzel and Ms. Wardlaw (.6).	6.30	\$1,764.00
06/26/07	John Penn	Correspond with Mr. Parkins regarding potential changes to Delphi operations or structure; prepare memo regarding same.	2.40	\$1,284.00
06/26/07	Jermaine K. Johnson	Review Delphi docket for content (.4); prepare Delphi equity purchase materials for attorney use (.7)	1.10	\$214.50
06/26/07	Brett Glass	Review Memorandum of Understanding between Delphi, General Motors and the UAW, the National Agreement between Delphi and the UAW, the Supplemental Agreement between Delphi and the UAW, and local collective bargaining agreements between Delphi and the UAW to identify potential labor and employment issues or impediments to a potential acquisition of Delphi; draft summary memorandum regarding same.	7.40	\$2,146.00
06/26/07	Liz Wardlaw	Assist Mr. Carter in finding and printing certain labor-related and collective bargaining agreements in the labor data room	2.70	\$661.50
06/27/07	Brett Glass	Revise and finalize memorandum summarizing potential labor issues and impediments to an acquisition of Delphi.	2.40	\$696.00
06/27/07	Janice V. Sharry	Review and revise due diligence memos (1.5); work on letter regarding proposal (2.0); various telephone conferences with Mr. Parkins, Mr. Daugherty, Mr. Stuecheli and others (.6).	4.10	\$2,439.50
06/27/07	John Penn	Telephone conferences with Mr. Danforth regarding contract and employment issues; review draft of proposal letter; correspond with Mr. Meisler regarding additional due diligence work.	1.10	\$588.50
06/27/07	Judith Elkin	Review correspondence from company to client and review draft Lehman response.	1.00	\$725.00
06/27/07	Susan A. Wetzel	Conference with Mr. Danforth regarding changes to memorandum (.2); review revise memorandum (.5); conference with Mr. Danforth regarding same (.2)	0.90	\$369.00
06/27/07	Mike Danforth	Review and analyze documents pertaining to employee benefit liabilities (1.2); draft and revise memorandum summarizing employee benefit plan liabilities (2.4); discuss bankruptcy aspects of benefit plans with Mr. Penn (.3); discuss revisions to memorandum with Ms. Wetzel and Ms. Sharry (.4)	4.30	\$1,204.00
06/27/07	Lenard M. Parkins	Work on EPCA and PSA (5.8); numerous telephone conference with J. Sharry and J. Elkin regarding [REDACTED] presentation	6.70	\$4,857.50

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		to Delphi(0.9).		
06/27/07	Arthur T. Carter	Further review of multiple labor agreements and impact of Memorandum of Understanding on same and outline of assessment of labor issues; telephone conferences regarding same.	6.50	\$3,217.50
06/27/07	Mary S. Mendoza	Prepare for and participate in followup call on environmental due diligence.	1.10	\$495.00
06/27/07	Ian T. Peck	Review draft correspondence from Mr. Dondero to Mr. Sheehan regarding continued due diligence and negotiation.	0.20	\$77.00
06/27/07	Fletch Johnston	Work on Sheehan letter and related matters with Ms. Sharry (3.4); work on EPCA documents (2.6).	6.00	\$2,010.00
06/28/07	Fletch Johnston	Prepare for and participate on all-hands conference calls with respect to Delphi [REDACTED] and updates (1.2); work on EPCA and PSA documents (6.9).	8.10	\$2,713.50
06/28/07	Ian T. Peck	Review MDL litigation pleadings and docket and report conclusions to Mr. Parkins.	4.20	\$1,617.00
06/28/07	Mary S. Mendoza	Revise memorandum regarding environmental due diligence.	0.80	\$360.00
06/28/07	Arthur T. Carter	Additional review of Delphi documents [REDACTED] [REDACTED] conference regarding labor memorandum and revisions to same.	3.00	\$1,485.00
06/28/07	Judith Elkin	Review correspondence from Mr. Sheehan (.2); conference call with Highland, Lehman and H&B team regarding Mr. Shapiro's discussions with Rothschild and Mr. Sheehan (.5); numerous discussions and correspondence with Mr. Burrer, Mr. Parkins, Ms Sharry and Mr. Johnston regarding revising EPCA and PSA based on comments of company and Lehman (2.3); review and revise PSA per comment, new information and discussions with company (3.2); conference call with Highland team and debtors regarding GM/Union issues and claims issues (1.0); conference call with Mr. Butler and others regarding MDL (.4); review MDL documents (1.0); review memo from and telephone conference with Mr. Penn regarding MDL claims treatment in plan (5.); telephone conference with Mr. Parkins and Ms Sharry regarding corporate governance issues and review draft proposal (1.0); review labor and ERISA due diligence memos (.8); review revised corporate governance proposal (.3)	11.20	\$8,120.00
06/28/07	John Penn	Conference calls with Delphi and Skadden regarding proposals; review and suggest revisions to draft Plan Support Agreement.	4.80	\$2,568.00

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06/28/07	Karl Burrer	Conference with Mr. Parkins regarding revising the Plan Framework Support Agreement (.3); review Lehman June 7, 2007 Letter and the alternative 1 plan term sheet (.2); review Plan Framework Support Agreement to determine needed revisions (.6); revise Plan Framework Support Agreement (1.4); conference with Corporate team regarding addition of Section 17 language for securities compliance(.3); draft applicable language (.7); review comments to revised Plan Framework Support Agreement and revise accordingly (1.2); conference with Delphi team [REDACTED] (.7).	5.40	\$1,512.00
06/28/07	Lenard M. Parkins	Work on PSA for presentation to Delphi(6.8) several telephone conference with J. Sharry regarding EPCA issues(0.8).	7.40	\$5,365.00
06/28/07	Lenard M. Parkins	Telephone conference with J. Butler regarding MDL and GM issues and offer matters(1.7).	1.70	\$1,232.50
06/28/07	Mike Danforth	Telephone call with Mr. Bolton (Skadden) regarding Hourly Pension Plan documents.	0.20	\$56.00
06/28/07	Janice V. Sharry	Work on various due diligence issues (1.0); attend various conference calls regarding [REDACTED] issues relating to litigation and GM Settlement (2.0); work on revisions to PSA and discuss same with Ms. Elkin and Mr. Parkins (1.2); work on revisions tp EPCA and discuss same with Mr. Johnston (2.4); work on corporate governance rider and information (1.2).	7.80	\$4,641.00
06/28/07	Susan A. Wetzel	Review and respond to e-mail from Ms. Sharry regarding plan spin-off issues.	0.20	\$82.00
06/28/07	Carrie L. Huff	Prepare for and participate in conference call regarding MDL litigation claims (2.9).	2.90	\$1,435.50
06/29/07	Lenard M. Parkins	Work on PSA with J. Penn and J. Elkin(2.6); work on EPCA modifications(0.8); extended telephone conference with Lehman and Highland regarding PSA and EPCA and Corp Governance and Director issues(3.7).	6.30	\$4,567.50
06/29/07	Judith Elkin	Review various versions and revisions to PSA and EPCA and revise same per discussions with Ms Sharry, Mr. Parkins, Mr. Penn and Mr. Johnston (6.7); conference call with H&B team, Lehman team and client to go over documents and timeline (3.7); conference call with Mr. Penn, Ms Sharry and Mr. Parkins regarding documents and cover letter (.5); revise PSA per comments and distribute (1.0).	11.90	\$8,627.50
06/29/07	Janice V. Sharry	Work on revisions to documents (3.0); extended telephone conferences regarding revisions (3.0).	6.00	\$3,570.00
06/29/07	N. Alex Nolte	Receive document production request from Skadden Arps;	1.10	\$429.00

Invoice Number: 20363388
Client/Matter Number: 0034882.00063

July 26, 2007
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		Review documents provided.		
06/29/07	John Penn	Review updated drafts of documents; conference call with client, Lehman and others regarding drafts of documents.	4.80	\$2,568.00
06/29/07	Fletch Johnston	Work on EPCA and PSA and related documents.	13.80	\$4,623.00
06/30/07	John Penn	Review updated drafts of documents and note suggested changes thereto.	2.40	\$1,284.00
06/30/07	Judith Elkin	Work on document revisions for PSA and EPCA, comment on letter drafts and discuss same with Mr. Parkins and Ms Sharry.	3.70	\$2,682.50
06/30/07	Janice V. Sharry	Work on revisions to documents.	5.00	\$2,975.00
06/30/07	Lenard M. Parkins	Work on updated drafts of PSA anf EPCA with Delphi(5.4)	5.40	\$3,915.00

Total Chargeable Hours 1,070.30

Total Fees \$490,378.50

EXPENSE SUMMARY

<u>Description</u>	<u>Amount</u>
Client Meetings-Meals	\$23.73
Copy Center	\$26.35
Facsimile Expense	\$117.00
Federal Express	\$232.85
Hotel Expense	\$2,207.48
Long Distance Phone Expense	\$4.65
Meals	\$628.84
Mileage	\$67.90
On-line Legal Research	\$53.98
Photocopy Expense	\$235.80
Secretarial Overtime Expense	\$370.40
Special Delivery Courier Service	\$40.48
Telephone Calls	\$4.50
Travel Expense	\$5,941.48
Westlaw	\$379.07

Total Current Costs \$10,334.51

Total Fees and Costs *(See Remittance Statement for Total Due)* \$500,713.01

Invoice Number: 20363388
Client/Matter Number: 0034882.00063

July 26, 2007
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Delphi Corporation

The following is a summary of the time dedicated and the fees charged on an average hourly rate basis to this matter by the Firm's professional staff:

	Hours	Rate*	Fee
Susan A. Wetzel	18.60	\$410.00	\$7,626.00
Erika Blomquist	3.90	\$410.00	\$1,599.00
William C. Wilshusen	0.70	\$495.00	\$346.50
Judith Elkin	115.90	\$725.00	\$84,027.50
Charles F. Plenge	6.80	\$595.00	\$4,046.00
Kenneth K. Bezozo	0.40	\$750.00	\$300.00
Carrie L. Huff	2.90	\$495.00	\$1,435.50
Melissa M. Goodman	1.80	\$470.00	\$846.00
Lenard M. Parkins	135.90	\$725.00	\$98,527.50
John Penn	67.70	\$535.00	\$36,219.50
Mary S. Mendoza	44.10	\$450.00	\$19,845.00
W. Scott Wallace	0.50	\$560.00	\$280.00
Arthur T. Carter	33.90	\$495.00	\$16,780.50
Janice V. Sharry	92.90	\$595.00	\$55,275.50
Carie G. McKinney	0.30	\$380.00	\$114.00
N. Alex Nolte	46.10	\$390.00	\$17,979.00
Karl Burrer	31.80	\$280.00	\$8,904.00
David Colletti	6.50	\$295.00	\$1,917.50
Mike Danforth	88.30	\$280.00	\$24,724.00
Mark Elmore	2.70	\$315.00	\$850.50
Brett Glass	9.80	\$290.00	\$2,842.00
Allison Heo	90.10	\$265.00	\$23,876.50
Fletch Johnston	116.90	\$335.00	\$39,161.50
Brandon Jones	1.90	\$355.00	\$674.50
Ian T. Peck	52.50	\$385.00	\$20,212.50
Tiffany Walker	1.80	\$340.00	\$612.00

* average hourly rate

Invoice Number: 20363388

July 26, 2007

Client/Matter Number: 0034882.00063

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	Hours	Rate*	Fee
Liz Wardlaw	60.50	\$245.00	\$14,822.50
Jermaine K. Johnson	16.90	\$195.00	\$3,295.50
Kim Morzak	8.50	\$195.00	\$1,657.50
Eric Jasso	3.40	\$85.00	\$289.00
Byron L. Kelley	3.60	\$205.00	\$738.00
Jeff T. Ragsdale	2.70	\$205.00	\$553.50
Total	1,070.30		\$490,378.50

* average hourly rate

Highland Capital Management, L.P.
ATTN: Accounting Department
13455 Noel Road, Suite 800
Two Galleria Tower
Dallas, TX 75240

ACCOUNTING RECAP

Requesting Attorney Janice V. Sharry
Delphi Corporation
Client/Matter B/M: 0034882.00063

For Professional Services Rendered From June 1, 2007 Through June 30, 2007 as follows:

<u>Fees</u>	<u>Expenses</u>	<u>Applications</u>	<u>Total Due</u>
\$490,378.50	\$10,334.51	\$0.00	\$500,713.01

Highland Capital Management, L.P.
ATTN: Accounting Department
13455 Noel Road, Suite 800
Two Galleria Tower
Dallas, TX 75240

Client/Matter: 0034882.00063

Tax Identification Number: 75-1312888

Delphi Corporation

Requesting Attorney Janice V. Sharry

Requesting Attorney Phone: (214)651-5562

REMITTANCE PAGE

For Professional Services Rendered Through June 30, 2007

Remit to:

HAYNES AND BOONE
P.O. Box 841399
Dallas, TX 75284-1399

Total Fees	\$490,378.50
Total Expenses and Services	\$10,334.51
Total Amount Due	<u>\$500,713.01</u>

WIRING INSTRUCTIONS FOR OPERATING ACCOUNT:

BANK OF AMERICA 100 West 33rd STREET New York, NY 10001

FOR CREDIT TO THE ACCOUNT OF HAYNES AND BOONE, LLP

ABA NO. 0260-0959-3 OPERATING ACCOUNT NO. 018-08-3729-4

SWIFT Address: BOFAUS3N

For ACH Payments

FOR CREDIT TO THE ACCOUNT OF HAYNES AND BOONE, LLP

ABA NO. 111-000-025 OPERATING ACCOUNT NO. 018-08-3729-4

PLEASE REFERENCE INVOICE NUMBER: 20363388

RESPONSIBLE ATTORNEY: Janice V. Sharry

CLIENT MATTER NUMBER: 0034882.00063

haynesboone

Invoice Number: 20358984
Client/Matter Number: 0034882.00063
June 25, 2007

Highland Capital Management, L.P.
ATTN: Accounting Department
13455 Noel Road, Suite 800
Two Galleria Tower
Dallas, TX 75240

Employer Identification No. 75-1312888

Requesting Attorney: Janice V. Sharry

For Professional Services Rendered From May 1, 2007 Through May 31, 2007

Delphi Corporation

PROFESSIONAL FEES

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/01/07	Lenard M. Parkins	Telephone conference with P. Daugherty regarding pursuit of Delphi in light of Cerberus action (.5).	0.50	\$362.50
05/02/07	Lenard M. Parkins	Telephone conference with P. Daugherty regarding Delphi evaluation by Highland to proceed in lieu of Cerberus apparent withdrawal from plan deal (.6).	0.60	\$435.00
05/04/07	Lenard M. Parkins	Telephone conference with J. Sharry and P. Daugherty regarding NDA and Section 17 issues (.7).	0.70	\$507.50
05/07/07	Janice V. Sharry	Discuss status of issues and process with Mr. Parkins (.5); review and revise draft of confidentiality agreement (1.2); discuss process and issues regarding same with Mr. Daugherty and others (.6); prepare side letter and discuss provisions thereof with opposing counsel and process for preparation (1.2); transmit same to Wilkie Farr and coordinate comments and drafts (.6); review and comment on Lehman Bros.	5.10	\$3,034.50

Haynes and Boone, LLP
Attorneys and Counselors
901 Main Street, Suite 3100
Dallas, Texas 75202-3789
Phone: 214.651.5000
Fax: 214.651.5940
www.haynesboone.com

Invoice Number: 20358984
Client/Matter Number: 0034882.00063

June 25, 2007
Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		engagement letter (1.0).		
05/07/07	David Colletti	Meet with Ms. Sharry to discuss updates and status (.4); prepare for and attend conference call with Highland working group, Pardus representative, Mr. Parkins and Ms. Sharry (1.1); prepare for and attend conference call with Pardus representative, Mr. Parkins and Ms. Sharry at request of Mr. Daugherty (1.2); review Pardus confidentiality agreement and discuss with Ms. Sharry (1.1); revise and review old form of confidentiality agreement based on Pardus confidentiality agreement and send to Ms. Sharry and Mr. Parkins for review (1.4); revise Exhibit C of Pardus confidentiality agreement based on discussions with Ms. Sharry, Mr. Parkins, Highland working group and Pardus representative and review and revise further with Ms. Sharry (1.3); revise Exhibit C confidentiality agreement based on Mr. Stuecheli's comments (.4); draft and revise and review side letter agreement with Pardus and send to Ms. Sharry, Mr. Parkins, Mr. Stuecheli and Mr. Daugherty for comments (1.6); e-mails and calls with Mr. Stuecheli, Mr. Parkins and Ms. Sharry regarding agreements and Exhibit B list (1.3)	9.80	\$2,891.00
05/08/07	Judith Elkin	Review miscellaneous articles; telephone conference with Ms Sharry regarding status; review revised NDA.	1.20	\$870.00
05/08/07	Janice V. Sharry	Work on issues relating to investment, including numerous telephone conferences with Schulte Roth and Mr. Minces regarding same (2.3); review term sheet in preparation for calls with Schulte Roth (.6); telepath conference with Mr. Stuechli regarding issues (.5); discuss provisions to NDA and possible modifications with Mr. Parkins and others(1.0).	4.40	\$2,618.00
05/08/07	David Colletti	Review Lehman agreement (.7); calls with Mr. Stuecheli, Mr. Parkins and Ms. Sharry to discuss Lehman agreement, side letter and confidentiality agreement (1.7); e-mails with Mr. Daugherty, Mr. Stuecheli, Mr. Parkins and Ms. Sharry regarding agreements and revisions (.8); revise Exhibit B list and send to Ms. Strickland (.2); revise confidentiality agreement per calls and revisions from Ms. Sharry (.7); revise side letter with Pardus (.9); calls and e-mails regarding Section 17 issues (.5).	5.50	\$1,622.50
05/08/07	Lenard M. Parkins	Extended telephone conference with J. Sharry and P. Daugherty regarding Lehman and Section 17 issues and language to add to engagement letter (1.6).	1.60	\$1,160.00
05/09/07	Lenard M. Parkins	Telephone conference with Blackstone regarding revisions to calculations of different percentage recoveries for Monsanto	0.80	\$580.00

Invoice Number: 20358984
Client/Matter Number: 0034882.00063June 25, 2007
Page 3

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		(.8).		
05/09/07	Lenard M. Parkins	Two telephone conferences with P. Daugherty regarding Pardus situation and Lehman engagement letter and NDA issues (1.8) two conference calls with Pardus regarding NDA and Lehman's engagement letter (1.1); two telephone conference with J Sharry regarding NDA issues and Highland section 17 matters (.5).	3.40	\$2,465.00
05/09/07	David Colletti	Draft rider to confidentiality agreement, side letter and Lehman agreement regarding Section 17 issues (.7); e-mails with Mr. Daugherty, Mr. Minces, Mr. Stuecheli, Mr. Parkins and Ms. Sharry regarding section 17 issue (.6); review confidentiality agreement and 13Ds filed by Highland and Pardus (.7).	2.00	\$590.00
05/09/07	Janice V. Sharry	Review issues regarding investment (.5); telephone conferences with Schulte Roth and others regarding issues (.7); work on disclosure issues regarding confi and prepare language relating to same (.6); various e-mails regarding revisions to language (.2).	2.10	\$1,249.50
05/10/07	Janice V. Sharry	Review comments to Confi Agreement (.4); discuss same with Ms. Strickland and Mr. Parkins (.6); review Lehman Brothers engagement letter (.6); discuss comments with Mr. Parkins and Mr. Stuecheli (.6).	2.20	\$1,309.00
05/10/07	David Colletti	Review pardus confi as to when they are required to disclose agreements and arrangements (.2); discuss findings with Ms. Sharry and Mr. Parkins and summarize in e-mail (.3)	0.50	\$147.50
05/10/07	Lenard M. Parkins	Two telephone conferences with P. Daugherty and J. Sharry regarding Lehman engagement and Appaloosa conduct (1.1); telephone conference with P. Daugherty regarding Pardus possible exit from the negotiations and NDA issues (1.3).	2.40	\$1,740.00
05/10/07	Lenard M. Parkins	Conference call with Pardus and Brandes regarding Lehman engagement letter (0.7).	0.70	\$507.50
05/11/07	Lenard M. Parkins	Telephone conference with R. Strickland regarding Pardus agreement with Highland to continue in deal if Pardus exits (.6); telephone conference with P. Daugherty regarding Lehman engagement letters and open issues regarding same and conference calls with Pardus regarding same (1.4).	2.00	\$1,450.00
05/11/07	David Colletti			
05/11/07	Janice V. Sharry	Review issues regarding Confidentiality Agreement with Mr. Parkins and Ms. Strickland (.5); revise draft of same (.7); work	2.70	\$1,606.50

Invoice Number: 20358984
Client/Matter Number: 0034882.00063

June 25, 2007
Page 4

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		on revisions to engagement letter with Lehman (.6); telephone conference regarding same (.9).		
05/14/07	Janice V. Sharry	Follow up with Wilkie Farr on review of confidentiality agreement (.3); telephone conference with Skadden regarding same (.6); various telephone conferences with Wilkie Farr and other regarding Lehman agreement (.7); compare forms and discuss process on same (.6).	2.20	\$1,309.00
05/14/07	Lenard M. Parkins	Review and make revisions to draft Lehman engagement letter (.6); review NDA and telephone conference with P. Daugherty regarding terms of same (.7).	1.30	\$942.50
05/15/07	Lenard M. Parkins	Two telephone conferences with P. Daugherty and Pardus regarding NDA and negotiations with Lehman regarding engagement and review revisions to Lehman engagement letter (1.7).	1.70	\$1,232.50
05/15/07	Janice V. Sharry	Work on revisions to Lehman Bros letter (1.4); work on revisions and negotiate provisions relating to the NDA (1.0); various telephone conferences with Skadden and Wilkie Farr (1.0); various telephone conferences with Mr. Stuechli and Mr. Daugherty and Mr. Parkins (.6).	4.00	\$2,380.00
05/15/07	Liz Wardlaw	Review and compare 8/1/06 and 5/15/07 Confidentiality Agreements (1.0); prepare summary of the material differences between the two agreements (.8).	1.80	\$441.00
05/15/07	David Colletti	Call with Ms. Sharry regarding revised confidentiality agreement filed by Appaloosa (.2); review revised confidentiality agreement compared to old confidentiality agreement and discuss differences (.9); e-mails with Ms. Sharry regarding revised confidentiality agreement and 13D/A needed (.3)	1.40	\$413.00
05/16/07	David Colletti	Discuss revised confidentiality agreement by Appaloosa with Ms. Sharry (.5); review and revise summary of changes in Appaloosa confidentiality agreement for Ms. Sharry at Mr. Daugherty's request (1.2); calls/e-mails with Ms. Sharry and Mr. Parkins regarding revised Appaloosa confidentiality agreement (.4)	2.10	\$619.50
05/16/07	Janice V. Sharry	Review and revise Lehman Bros. engagement letter (1.3); various telephone conferences and office conferences regarding same (1.3).	2.60	\$1,547.00
05/16/07	Liz Wardlaw	Review confidentiality agreement to determine the effects of the Release Date having occurred (1.2); edit summary of the confidentiality agreement (1.0).	2.20	\$539.00


Invoice Number: 20358984
Client/Matter Number: 0034882.00063

June 25, 2007
Page 5

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/16/07	Lenard M. Parkins	Two telephone conferences with J. Sharry and P. Daugherty regarding NDA issues and Lehman engagement letter (.7); conference call with Pardus and its counsel regarding NDA and Lehman engagement letter and review revisions to same (.6); telephone conference with P. Daugherty regarding ability to pursue Delphi with NDA signed (.4).	1.70	\$1,232.50
05/16/07	Jermaine K. Johnson	Conduct limited online legal research regarding Delphi's proposed plan investment and framework support agreements and advise L. Parkins of research findings and related Delphi bankruptcy case filings.	2.10	\$409.50
05/17/07	Lenard M. Parkins	Numerous telephone conferences with P. Daugherty, J Sharry and Pardus and Brandes regarding Lehman' engagement letter and issues related thereto and review of several revisions to said engagement letter (1.4); work on NDA issue with P. Daugherty and J. Sharry (.8). second telephone conference with P. Daugherty regarding status of negotiations with Pardus on plan issue and Appaloosa deal (.7).	2.90	\$2,102.50
05/17/07	David Colletti	Review of comments to confidentiality agreement and Section 17 issues by Shearman (.3); calls to discuss comments with Ms. Sharry (.2); send comments to Mr. Daugherty and Mr. Stuecheli with note about Section 17 issues (.1)	0.60	\$177.00
05/17/07	Janice V. Sharry	Discuss status of transaction and issues with Mr. Parkins (.4); review Pardus NDA and discuss impact of execution of new NDA (.6); telephone conference with Shearman & Sterling regarding language (.5); review revisions to same (.3).	1.80	\$1,071.00
05/18/07	Janice V. Sharry	Telephone conference with Mr. Minces regarding NDA provisions (.4); telephone conference with MR. Stuecheli regarding issues (.5); telephone conferences with Mr. Ganitsky at Skadden regarding language (.5); various e-mails regarding revisions to language (.4); telephone conference with Ms. Strickland regarding issues (.5).	2.30	\$1,368.50
05/18/07	Lenard M. Parkins	Numerous telephone conferences with J. Sharry regarding changes to NDA language (.4); telephone conference with G. Stuecheli regarding same and issues of disclosure to Delphi of agreement with Pardus (.7).	1.10	\$797.50
05/21/07	Janice V. Sharry	Telephone conferences with Skadden Arps (.5) and Wilkie Farr (.5) regarding status of NDA.	1.00	\$595.00
05/23/07	Janice V. Sharry	Telephone conference with Mr. Daugherty, Mr. Stuecheli, Mr. Parkins and Mr. Minces regarding issues (.5); telephone conference with Ms. Strickland (.4); make revisions to Due Diligence Protocol Agreement (.9)	1.80	\$1,071.00

Invoice Number: 20358984
Client/Matter Number: 0034882.00063

June 25, 2007
Page 6

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/23/07	Lenard M. Parkins	Review final draft of NDA and investment agreement with Pardus and Brandes and changes thereto to allow Highland to proceed upon a Pardus Release Date if Pardus walks the deal with Highland (1.3).	1.30	\$942.50
05/24/07	Lenard M. Parkins	Several telephone conferences with G. Steucheli regarding NDA and intercreditor agreement with Pardus and Brandes and changes related thereto (1.3); telephone conference with P. Daugherty regarding NDA issues and desire to be able to negotiate with GM and Unions (.6).	1.90	\$1,377.50
05/24/07	Janice V. Sharry	Telephone conference with Mr. Daugherty and Mr. Stuecheli and Mr. Parkins regarding status of finalizing documents.	0.40	\$238.00
05/25/07	Janice V. Sharry	Finalize NDA and Protocol Agreement, including transmission of various e-mails relating to signatures and open items (1.0); telephone conference with Mr. Daugherty and Mr. Parkins (.5).	1.50	\$892.50
05/25/07	Lenard M. Parkins	Two telephone conferences with J. Sharry regarding NDA and joint agreement with Pardus (1.3); telephone conference with G. Steucheli regarding Highland joinder in NDA (.3).	1.60	\$1,160.00
05/25/07	David Colletti	E-mails with Ms. Sharry regarding amendment to 13D for confidentiality agreement and diligence protocol agreement (.8); review confidentiality agreement and diligence protocol agreement for amendment (.7); draft 13D/A (.7); e-mails with Mr. Evans requesting information for 13D/A (.3); review Appaloosa filings related to confidentiality agreements and search for Pardus filings for background (.6)	3.10	\$914.50
05/27/07	Judith Elkin	Review NDA and correspondence with Ms Sharry regarding same; review articles on labor settlement potential.	1.00	\$725.00
05/29/07	Lenard M. Parkins	Telephone conference with P. Daugherty regarding Pardus situation with its negotiations with Appaloosa and status of NDA and GM (.7); telephone conference with J. Butler regarding NDA issues and further negotiations with Delphi and transmit e-mail received from Butler to client and Sharry (1.5).	2.20	\$1,595.00
05/29/07	David Colletti			
05/30/07	David Colletti			

Invoice Number: 20358984
Client/Matter Number: 0034882.00063

June 25, 2007
Page 7

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/30/07	Lenard M. Parkins			
05/30/07	Janice V. Sharry			
05/31/07	Janice V. Sharry			
05/31/07	Lenard M. Parkins			
05/31/07	David Colletti			
Total Chargeable Hours			121.40	
Total Fees				\$63,204.00

Invoice Number: 20358984
Client/Matter Number: 0034882.00063

June 25, 2007
Page 8

EXPENSE SUMMARY

<u>Description</u>	<u>Amount</u>
Fax	\$5.00
Long Distance Phone Expense	\$0.30
On-line Legal Research	\$29.01
Photocopy Expense	\$4.05
Total Current Costs	<u>\$38.36</u>
Total Fees and Costs <i>(See Remittance Statement for Total Due)</i>	<u>\$63,242.36</u>

Invoice Number: 20358984
Client/Matter Number: 0034882.00063

June 25, 2007
Page 9

Delphi Corporation

The following is a summary of the time dedicated and the fees charged on an average hourly rate basis to this matter by the Firm's professional staff:

	Hours	Rate*	Fee
Judith Elkin	2.20	\$725.00	\$1,595.00
Lenard M. Parkins	33.50	\$725.00	\$24,287.50
Janice V. Sharry	41.50	\$595.00	\$24,692.50
David Colletti	38.10	\$295.00	\$11,239.50
Liz Wardlaw	4.00	\$245.00	\$980.00
Jermaine K. Johnson	2.10	\$195.00	\$409.50
Total	121.40		\$63,204.00

* average hourly rate

Highland Capital Management, L.P.
ATTN: Accounting Department
13455 Noel Road, Suite 800
Two Galleria Tower
Dallas, TX 75240

ACCOUNTING RECAP

Requesting Attorney Janice V. Sharry
Delphi Corporation
Client/Matter B/M: 0034882.00063

For Professional Services Rendered From May 1, 2007 Through May 31, 2007 as follows:

<u>Fees</u>	<u>Expenses</u>	<u>Applications</u>	<u>Total Due</u>
\$63,204.00	\$38.36	\$0.00	\$63,242.36

Highland Capital Management, L.P.
ATTN: Accounting Department
13455 Noel Road, Suite 800
Two Galleria Tower
Dallas, TX 75240

Client/Matter: 0034882.00063

Tax Identification Number: 75-1312888

Delphi Corporation

Requesting Attorney Janice V. Sharry

Requesting Attorney Phone: (214)651-5562

REMITTANCE PAGE

For Professional Services Rendered Through May 31, 2007

Remit to:

HAYNES AND BOONE
P.O. Box 841399
Dallas, TX 75284-1399

Total Fees	\$63,204.00
Total Expenses and Services	\$38.36
Total Amount Due	<u><u>\$63,242.36</u></u>

WIRING INSTRUCTIONS FOR OPERATING ACCOUNT:

BANK OF AMERICA 100 West 33rd STREET New York, NY 10001

FOR CREDIT TO THE ACCOUNT OF HAYNES AND BOONE, LLP
ABA NO. 0260-0959-3 OPERATING ACCOUNT NO. 018-08-3729-4
SWIFT Address: BOFAUS3N

For ACH Payments

FOR CREDIT TO THE ACCOUNT OF HAYNES AND BOONE, LLP
ABA NO. 111-000-025 OPERATING ACCOUNT NO. 018-08-3729-4
PLEASE REFERENCE INVOICE NUMBER: 20358984
RESPONSIBLE ATTORNEY: Janice V. Sharry
CLIENT MATTER NUMBER: 0034882.00063

haynesboone

Invoice Number: 20353350
Client/Matter Number: 0034882.00063
May 17, 2007

Highland Capital Management, L.P.
ATTN: Accounting Department
13455 Noel Road, Suite 800
Two Galleria Tower
Dallas, TX 75240

Employer Identification No. 75-1312888

Requesting Attorney: Janice V. Sharry

For Professional Services Rendered From April 2, 2007 Through April 30, 2007

Delphi Corporation

PROFESSIONAL FEES

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/02/07	Judith Elkin	Telephone conference with Ron Cohen regarding status of union negotiations and Highland's potential continued interest.	0.30	\$217.50
04/17/07	Lenard M. Parkins	Telephone conference with P. Daugherty regarding Delphi and Cerberus announcement that Cerberus may walk the deal(0.5)	0.50	\$362.50
04/18/07	Lenard M. Parkins	Work on new letter from Highland to Delphi Board to engage in negotiations(3.3); numerous telephone conference with P. Daugherty and J., Sharry regarding same(1.2); extended telephone conference with PR people with Daugherty to prepare for media coverage on new Highland letter(1.3).	5.80	\$4,205.00
04/18/07	Judith Elkin	Numerous telephone conferences with Mr. Parkins, Ms Sharry, Mr. Daugherty and others at Highland and with SV to discuss Delphi matters (1.0); review and revise letter to Delphi board (1.0); review public information on status of Cerbaloosa deal and status of union negotiations (1.7); telephone conference with Mr. Butler (.5); telephone conference with Mr. Daugherty (.5); telephone conference with Mr. Daugherty regarding his discussions with Mr. Miller (.5); telephone conference with Mr.	5.70	\$4,132.50

Haynes and Boone, LLP
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Invoice Number: 20353350
Client/Matter Number: 0034882.00063

May 17, 2007
Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		Parkins regarding discussions with Mr. Butler and Mr. Miller (1.0); review Board's letter response (.5).		
04/18/07	David Colletti	Review and revise letter to board (.4); prepare for and attend call with Ms. Sharry, Mr. Parkins, Mr. Steucheli, Mr. Daugherty, PR firm and others to discuss timing, letter to board, Schedule 13D, press releases and procedures from here (1.1); draft, review and revise Schedule 13D/A (1.9); e-mails/calls with Mr. Parkins, Ms. Sharry, Mr. Hatter and Highland working group regarding miscellaneous matters and the above (1.2).	4.60	\$1,357.00
04/18/07	Debra Hatter	Review filings on Delphi and HSR analysis (1.5); Assist with Schedule 13D amendment (2.5).	4.00	\$1,700.00
04/18/07	Janice V. Sharry	Various telephone conferences regarding preparing materials in response to press releases (1.0); prepare response (2.0); work on revisions to same (1.0); various telephone conferences [REDACTED] etc. (1.2).	5.20	\$3,094.00
04/19/07	Janice V. Sharry	Prepare draft of response to Delphi (2.0); telephone conference with Mr. Stuechli and Mr. Daugherty to review changes (.3); review issues and changes with Ms. Elkin (.3); review revisions to 13D (.7)	3.30	\$1,963.50
04/19/07	Debra Hatter	Discussions with Brady Evans regarding information needed for 13D filing and review (1.0); review drafts of 13D amendment (1.0), response letter to Delphi Board and response from Delphi Board (0.7).	2.70	\$1,147.50
04/19/07	David Colletti	Review press releases from Saard (.9); review letter from Delphi (.3); review and comment on drafts of letter to Mr. Sherbin at Delphi (1.1); prepare and send out letter to Mr. Sherbin, the board of directors of Delphi and Mr. Butler (.5); review and revise Schedule 13D/A and send out to Highland and internally for review (1.7); e-mails with Ms. Hatter, Ms. Sharry, Mr. Evans, Mr. Parkins, Ms. Elkins and Ms. Hatter regarding letter and Schedule 13D/A (.9).	5.10	\$1,504.50
04/19/07	Judith Elkin	Review media coverage(.5); review and revise response letter to Board (.5); telephone conference with Ms. Sharry regarding press release on Cerberus withdrawal and changes in original transaction terms (1.0); telephone conference with Mr. Parkins [REDACTED] (.3); review revised response letter (.2).	2.50	\$1,812.50
04/19/07	Lenard M. Parkins	Work on Highland reply letter to Sherbin from Delphi (1.60); review with press agent media coverage on Highland 4-19-07 letter to Delphi board(0.4).	2.00	\$1,450.00
04/20/07	Lenard M. Parkins	Telephone conference with P. Daugherty regarding Pardus status and reply from Delphi to Highland letters (0.60);	1.00	\$725.00

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May 17, 2007
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		telephone conference with R. Strickland, attorney for Pardus, regarding Term Sheet delivery to Highland (0.40).		
04/20/07	Judith Elkin	Telephone conference with Mr. Parkins (1.0); review media coverage (.6).	0.50	\$362.50
04/20/07	David Colletti	Review and revise Schedule 13D/A per comments from Ms. Sharry and Ms. Hatter (.9); send 13D/A and later revisions to Highland and Mr. Minces for review of all issues and Section 17 treatment (.5); send 13D/A to Bowne for edgarization and reviewing and revising proofs of edgarized draft for filing, then file (1.5); e-mails/calls with Mr. Minces, Mr. Daugherty, Ms. Sharry, Ms. Hatter and Mr. Evans regarding 13D/A (.4); review press materials sent by Saard (.3).	3.20	\$944.00
04/20/07	Debra Hatter	Review and comment on 13D amendment (1.5); work on Crusader/Dondero UPE list for HSR purposes in response to request by Mickey Minces (0.5).	2.00	\$850.00
04/20/07	Janice V. Sharry	Review and finalize the 13D amendment (1.5); discuss issues with Mr. Colletti (.5).	2.00	\$1,190.00
04/23/07	Janice V. Sharry	Discuss issues with Mr. Parkins (.6).	0.60	\$357.00
04/23/07	Lenard M. Parkins	Telephone conference with P. Daugherty and G. Stuechli regarding Pardus negotiations and term sheet status (1.3).	1.30	\$942.50
04/24/07	David Colletti	Review of media coverage and Rule 13d in light of potential "group" issues (.4).	0.40	\$118.00
04/24/07	Lenard M. Parkins	Telephone conference with R. Stickland, Pardus counsel, regarding NDA and term sheet with Highland (0.5); telephone conference with P. Daugherty and J. Sharry regarding same (0.6).	1.10	\$797.50
04/24/07	Judith Elkin	Review draft terms sheet (1.0) and telephone conference with Mr. Parkins (.6).	1.60	\$1,160.00
04/25/07	Judith Elkin	Review revised and red lined term sheet (1.5); telephone conference with Mr. Parkins (.5); review NDA signed by Pardus (1.0); review miscellaneous media coverage (.5).	3.50	\$2,537.50
04/25/07	Lenard M. Parkins	Telephone conference with B. Greenfield regarding Delphi- he represents possible new equity player in new offer to company(0.3).	0.30	\$217.50
04/25/07	Lenard M. Parkins	Review of Pardus NDA with Delphi and attached NDA for other investors to sign to join with Pardus(1.10.); two telephone conference with R. Stickland, Pardus counsel regarding such NDA's(0.4).; telephone conference with J. Sharry and P. Daugherty regarding same(0.80).	2.20	\$1,595.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/25/07	Lenard M. Parkins	Telephone conference with P. Daugherty and J. Sharry regarding Plan term sheet from Pardus and review same (1.3).	1.30	\$942.50
04/25/07	Janice V. Sharry	Review term sheet (1.0); discuss with Mr. Parkins (.2).	1.20	\$714.00
04/30/07	Janice V. Sharry	Review engagement letter with Lehman.	0.40	\$238.00
04/30/07	Lenard M. Parkins	Review Lehman engagement letter and transmittal from Pardus Counsel to Lehman with questions(1.3).	1.30	\$942.50
04/30/07	Judith Elkin	Review Lehman letter and revised term sheet (1.0); review media coverage (.4).	1.40	\$1,015.00

Total Chargeable Hours 67.00

Total Fees \$38,595.00

EXPENSE SUMMARY

<u>Description</u>	<u>Amount</u>
Fax	\$21.00
Federal Express	\$42.90
Secretarial Overtime Expense	\$20.00

Total Current Costs \$83.90

Total Fees and Costs (See Remittance Statement for Total Due) \$38,678.90

Invoice Number: 20353350
Client/Matter Number: 0034882.00063

May 17, 2007
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Delphi Corporation

The following is a summary of the time dedicated and the fees charged on an average hourly rate basis to this matter by the Firm's professional staff:

	Hours	Rate*	Fee
Judith Elkin	15.50	\$725.00	\$11,237.50
Debra Hatter	8.70	\$425.00	\$3,697.50
Lenard M. Parkins	16.80	\$725.00	\$12,180.00
Janice V. Sharry	12.70	\$595.00	\$7,556.50
David Colletti	13.30	\$295.00	\$3,923.50
Total	67.00		\$38,595.00

* average hourly rate

Highland Capital Management, L.P.
ATTN: Accounting Department
13455 Noel Road, Suite 800
Two Galleria Tower
Dallas, TX 75240

ACCOUNTING RECAP

Requesting Attorney Janice V. Sharry
Delphi Corporation
Client/Matter B/M: 0034882.00063

For Professional Services Rendered From April 2, 2007 Through April 30, 2007 as follows:

<u>Fees</u>	<u>Expenses</u>	<u>Applications</u>	<u>Total Due</u>
\$38,595.00	\$83.90	\$0.00	\$38,678.90

Highland Capital Management, L.P.
ATTN: Accounting Department
13455 Noel Road, Suite 800
Two Galleria Tower
Dallas, TX 75240

Client/Matter: 0034882.00063

Tax Identification Number: 75-1312888

Delphi Corporation

Requesting Attorney Janice V. Sharry

Requesting Attorney Phone: (214)651-5562

REMITTANCE PAGE

For Professional Services Rendered Through April 30, 2007

Remit to:

HAYNES AND BOONE
P.O. Box 841399
Dallas, TX 75284-1399

Total Fees	\$38,595.00
Total Expenses and Services	\$83.90
Total Amount Due	<u>\$38,678.90</u>

WIRING INSTRUCTIONS FOR OPERATING ACCOUNT:

BANK OF AMERICA 100 West 33rd STREET New York, NY 10001

FOR CREDIT TO THE ACCOUNT OF HAYNES AND BOONE, LLP

ABA NO. 0260-0959-3 OPERATING ACCOUNT NO. 018-08-3729-4

SWIFT Address: BOFAUS3N

For ACH Payments

FOR CREDIT TO THE ACCOUNT OF HAYNES AND BOONE, LLP

ABA NO. 111-000-025 OPERATING ACCOUNT NO. 018-08-3729-4

PLEASE REFERENCE INVOICE NUMBER: 20353350

RESPONSIBLE ATTORNEY: **Janice V. Sharry**

CLIENT MATTER NUMBER: 0034882.00063

haynesboone

Invoice Number: 20341520
Client/Matter Number: 0034882.00063
February 22, 2007

Highland Capital Management, L.P.
ATTN: Accounting Department
13455 Noel Road, Suite 800
Two Galleria Tower
Dallas, TX 75240

Employer Identification No. 75-1312888

Requesting Attorney: Janice V. Sharry

For Professional Services Rendered From January 1, 2007 Through January 31, 2007

Delphi Corporation

PROFESSIONAL FEES

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/01/07	Kenric D. Kattner	Revise and edit confidentiality agreement/protective order and delivery to counsel for Delphi.	2.10	\$1,123.50
01/02/07	Sue P. Murphy	Review amended definition of Change of Control and discuss with Ms. Elkin.	0.30	\$168.00
01/16/07	Jermaine K. Johnson	Catalog and organize Highland/Delphi trial exhibits and related documents and incorporate same into the case file.	4.20	\$819.00
01/17/07	Jermaine K. Johnson	Continue work cataloging, imaging and organizing the Highland/Delphi trial exhibits and related documents into the case file.	2.80	\$546.00
01/18/07	Jermaine K. Johnson	Continue work cataloging, imaging and organizing the Highland/Delphi trial exhibits and related documents into the case file.	3.00	\$585.00
01/19/07	Jermaine K. Johnson	Conclude work cataloging, imaging and organizing the Highland/Delphi trial exhibits and related documents into the case file.	4.10	\$799.50
01/24/07	Lenard M. Parkins	Telephone conference with P. Daugherty [REDACTED] and discussions	0.70	\$507.50

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Invoice Number: 20341520
Client/Matter Number: 0034882.00063

February 22, 2007
Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		██████████ with ██████████ (0.7).		
Total Chargeable Hours			17.20	
Total Fees				<u>\$4,548.50</u>

EXPENSE SUMMARY

<u>Description</u>	<u>Amount</u>
Deposition Transcripts	\$3,241.50
Support Vendors	\$2,083.27
United States Bankruptcy Court - Filing Fee	\$50.00
Westlaw	\$163.01
Total Current Costs	<u>\$5,537.78</u>
Total Fees and Costs <i>(See Remittance Statement for Total Due)</i>	<u><u>\$10,086.28</u></u>

Invoice Number: 20341520
Client/Matter Number: 0034882.00063

February 22, 2007
Page 3

Delphi Corporation

The following is a summary of the time dedicated and the fees charged on an average hourly rate basis to this matter by the Firm's professional staff:

	Hours	Rate*	Fee
Kenric D. Kattner	2.10	\$535.00	\$1,123.50
Lenard M. Parkins	0.70	\$725.00	\$507.50
Sue P. Murphy	0.30	\$560.00	\$168.00
Jermaine K. Johnson	14.10	\$195.00	\$2,749.50
Total	17.20		\$4,548.50

* average hourly rate

Highland Capital Management, L.P.
ATTN: Accounting Department
13455 Noel Road, Suite 800
Two Galleria Tower
Dallas, TX 75240

ACCOUNTING RECAP

Requesting Attorney Janice V. Sharry
Delphi Corporation
Client/Matter B/M: 0034882.00063

For Professional Services Rendered From January 1, 2007 Through January 31, 2007 as follows:

<u>Fees</u>	<u>Expenses</u>	<u>Applications</u>	<u>Total Due</u>
\$4,548.50	\$5,537.78	\$0.00	\$10,086.28

Highland Capital Management, L.P.
ATTN: Accounting Department
13455 Noel Road, Suite 800
Two Galleria Tower
Dallas, TX 75240

Client/Matter: 0034882.00063

Tax Identification Number: 75-1312888

Delphi Corporation

Requesting Attorney Janice V. Sharry

Requesting Attorney Phone: (214)651-5562

REMITTANCE PAGE

For Professional Services Rendered Through January 31, 2007

Remit to:

HAYNES AND BOONE
P.O. Box 841399
Dallas, TX 75284-1399

Total Fees	\$4,548.50
Total Expenses and Services	\$5,537.78
Total Amount Due	<u>\$10,086.28</u>

WIRING INSTRUCTIONS FOR OPERATING ACCOUNT:

BANK OF AMERICA 100 West 33rd STREET New York, NY 10001

FOR CREDIT TO THE ACCOUNT OF HAYNES AND BOONE, LLP

ABA NO. 0260-0959-3 OPERATING ACCOUNT NO. 018-08-3729-4

SWIFT Address: BOFAUS3N

For ACH Payments

FOR CREDIT TO THE ACCOUNT OF HAYNES AND BOONE, LLP

ABA NO. 111-000-025 OPERATING ACCOUNT NO. 018-08-3729-4

PLEASE REFERENCE INVOICE NUMBER: 20341520

RESPONSIBLE ATTORNEY: Janice V. Sharry

CLIENT MATTER NUMBER: 0034882.00063

haynesboone

Invoice Number: 20337577
Client/Matter Number: 0034882.00063
January 29, 2007

Highland Capital Management, L.P.
ATTN: Accounting Department
13455 Noel Road, Suite 800
Two Galleria Tower
Dallas, TX 75240

Employer Identification No. 75-1312888

Requesting Attorney: Taylor H. Wilson

For Professional Services Rendered From January 1, 2007 Through January 29, 2007

Delphi Corporation

PROFESSIONAL FEES

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/01/07	Judith Elkin	Review revisions to confidentiality agreement and related correspondence (.3); review revisions to engagement letter with Loughlin Meghji (.3).	0.60	\$435.00
01/01/07	Janice V. Sharpy	Review materials in preparation for meeting, including review of Appaloosa/Cerberus filings, materials relating to Delphi, summary of Indenture, timeline of events (2.0).	2.00	\$1,190.00
01/01/07	Lenard M. Parkins	Work on Meghji's engagement letter issues(0.7); preparation for meeting with Delphi. telephone conference with P Daugherty regarding same; review current NDA drafts and issues related thereto(2.3); review comments and proposed changes to DIP opposition and change of control issues(1.3); review Kattner draft changes to Hlghland discovery protective order(0.60).	4.90	\$3,552.50
01/01/07	Fletch Johnston	Review Appaloosa's executed plan framework support agreement (.60); review and analyze various Appaloosa filings and Appaloosa investment agreement (.70); draft and revise plane framework support agreement (1.4).	2.70	\$904.50

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January 29, 2007

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/02/07	Debra Hatter			
01/02/07	Kenneth K. Bezozo	Review information relating to ownership of entities; continue review of trading order issues.	1.20	\$900.00
01/02/07	Lenard M. Parkins	To Troy Michigan with Highland for meeting with Delphi and dinner with senior Delphi executives; work on NDA; meetings with Highland [REDACTED] telephone conference with Kattner regarding protective order matters (13.5); review J. Elkin communication to B. Rosenberg, counsel to Creditors Committee regarding revised proposal to company regarding bond treatment (0.5); review changes to DIP Credit Agreement on change of control issues and approval of same (0.7).	14.70	\$10,657.50
01/02/07	Janice V. Sharry	Travel to Detroit (4.0); attend meetings with Mr. Daugherty and Mr. Steuchli in preparation for meetings (2.0); work on revisions to confidentiality agreement and have discussions with Skadden Arps regarding issues (3.0); attend meeting (3.0); review status after meeting (1.0); review drafts of equity investment agreement (2.0).	15.00	\$8,925.00
01/02/07	Jermaine K. Johnson	Monitored the Delphi bankruptcy case docket and circulate pertinent filings to the working group (1.5); prepared hearing notebooks of objections to Delphi's motion for equity purchase and commitment agreements (.8).	2.30	\$448.50
01/02/07	Jeffrey M. Slade	Review stock ownership documents involving Delphi Corporation (.4).	0.40	\$106.00
01/02/07	Judith Elkin	Review and revise limited objection to DIP facility (.3); correspondence with Mr. Rosenberg and Mr. Parkins regarding meeting (.2); telephone conference with Mr. Fox, counsel for the indenture trustee, regarding proposal (.3); several telephone conferences with Mr. Parkins regarding upcoming hearings, discovery issues, protective order and confidentiality agreement (.5); telephone conference with Ms Sharry regarding confidentiality agreement issues (.1); review final revisions to protective order and correspondence with Mr. Hogan regarding same (.3); telephone conference with Mr. Kattner regarding discovery issues, protective order and objections to exclusivity extension and then with Mr. Penn on discovery (.5); review discovery request served by counsel for Appaloosa and Harbinger and telephone conference with Mr. Hail regarding same (.5); review case management orders regarding discovery procedures (.3); correspondence with Mr. Tenzer regarding revisions to new credit agreement on change of control definition; review and discuss same with Mr. Parkins and Ms Murphy (.4); review miscellaneous objections filed by the EC,	5.00	\$3,625.00

Invoice Number: 20337577
Client/Matter Number: 0034882.00063

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Page 3

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		UCC and certain unions to the Appaloosa Cerberus transaction (1.4); review and respond to inquiry from Mr. Hail in intervention and discovery rights (.2).		
01/02/07	W. Scott Wallace			
01/02/07	Ian Wood			
01/02/07	John Penn	Work on document requests and related information (2.0); prepare preliminary draft of letter to Mr. Butler regarding conflict and engaging conflict counsel (1.0); telephone conference with Mr. Niknejad regarding document assembly (1.5); review preliminary documents produced by Highland (2.0).	6.50	\$3,477.50
01/02/07	Carlo Romero			
01/02/07	Brian Hail	Review discovery requests sent by Debtor to HCM (1.0); review discovery requests sent by Appaloosa to HCM (1.3); review case law on creditor ability to send discovery to another creditor (1.0); confer with Skadden on scheduling, discovery issues (1.0).	4.30	\$2,472.50
01/02/07	Ashley Shurtleff			
01/02/07	David Colletti	Calls with Ms. Sharry from Michigan regarding drafts of documents and updates.	1.50	\$442.50
01/02/07	David Colletti	Review and revise confidentiality agreement and equity purchase agreement.	2.90	\$855.50
01/02/07	David Colletti	Memo on anti-takeover provisions for Ms. Sharry and working with Mr. Wood on drafting such.	1.30	\$383.50
01/02/07	David Colletti	Call and e-mail with Mr. Terry on e-mails to Mr. Parkins regarding sending out information to potential third parties and appropriate cover letter.	0.40	\$118.00
01/03/07	David Colletti	Status calls with internal working group and Highland (1.5); calls to Skadden to follow-up on revised documents (1.5); meeting with Ms. Sharry and Mr. Johnston to review status	3.10	\$914.50

Invoice Number: 20337577
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January 29, 2007
Page 4

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		and documents (.1).		
01/03/07	David Colletti	Draft, review and revise confidentiality agreement, anti-takeover memo, side-letter to confidentiality agreement, amendment to 13D and equity purchase agreement.	4.10	\$1,209.50
01/03/07	W. Scott Wallace	Telephone call with working group regarding status of proposal (1.0); review draft transaction documents (1.0); office conference with Ms. Sharry (.4).	2.40	\$1,344.00
01/03/07	Brian Hail	Prepare correspondence re Appaloosa request for discovery (1.7); research same (2.0); confer with counsel for debtor re discovery schedule (1.0); depositions, Highland document production, Highland witnesses (1.0); review documents produced by Debtor (1.0); prepare for Sheehan depositions (1.0); review objections filed by IBEW (.5); confer with Parkins, Daugherty et al. [REDACTED] (.5).	8.70	\$5,002.50
01/03/07	John Penn	Preliminary review of documents provided by Highland and Delphi (3.0); participate in conference calls regarding discovery issues with counsel for objecting parties and with Highland team [REDACTED] (1.0); telephone conference with Mr. Niknejad regarding additional documents and information to be provided (.5); review and provide comments upon draft Objection to Motion to Extend Exclusivity (2.7).	7.20	\$3,852.00
01/03/07	Carlo Romero	[REDACTED]		
01/03/07	Carlo Romero	[REDACTED]		
01/03/07	Amy L. Easley	Prepare documents for production including bates label and marking highly confidential.	0.40	\$64.00
01/03/07	Jeffrey M. Slade	Review and analyze Trading Order (1.0); consider and discuss ownership structure of equity in Delphi Corporation (1.0); analyze definitions and scope of "beneficial ownership" with respect to stock in Delphi Corporation (.5); consider application and scope of attribution rules pertaining to net operating losses and Internal Revenue Code Section 382 (.5).	3.00	\$795.00
01/03/07	Brandon Jones	Review and consider issues related to the Delphi restructuring (3.9).	3.90	\$1,384.50
01/03/07	Jermaine K. Johnson	Monitored the Delphi bankruptcy case docket and circulate pertinent filings to the working group (1.5).	1.50	\$292.50
01/03/07	Ian Wood	[REDACTED]		

Invoice Number: 20337577
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January 29, 2007
Page 5

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/03/07	Janice V. Sharry	Travel from Detroit (4.0); review Plan Support Agreement and discussions revisions to same and Equity Investment Agreement with Mr. Colletti and Mr. Johnston (2.0); work on issues relating to confidentiality agreement and have various calls with Skadden relating to same (1.2); prepare e-mail to be used to send materials to parties per request of Mr. Terry (1.5).	8.70	\$5,176.50
01/03/07	Carlo Romero	Further revise and update draft HSR form with updated information (1.0); further review and analyze UPE information and related draft HSR disclosure requests (1.0); procure additional information for HSR form (.1).	2.10	\$588.00
01/03/07	Judith Elkin	Review motion to extend exclusivity and prepare objection to same (3.6); attend meeting with Mr. Rosenberg and Mr. Broude (UCC Counsel) with Mr. Parkins (1.0); numerous phone calls and correspondence with Mr. Penn, Mr. Hail, Mr. Parkins, Mr. Kattner and Ms Sharry regarding discovery, NDA's, strategy and investor contacts (1.6); conference call with H&B team to go over [REDACTED] upcoming matters (.6); conference call with clients regarding [REDACTED] meetings (1.2); participate in meet and confer discovery conference regarding Framework Motion (.8); meet with Mr. Hail on and review draft of letter to Mr. Baumstein in response to discovery requests served by Appaloosa and Harbinger (.4); correspondence with Ms Sharry regarding investor information responses (.3); correspondence with Mr. Hugh regarding court filings (.1); correspondence with Mr. Schorling regarding Highland Commitment letter (.1); telephone conference with Mr. Melwani regarding meeting with EC (.2)	9.90	\$7,177.50
01/03/07	Lenard M. Parkins	Numerous extended telephone conference with P. Daugherty and J Sharry regarding progress on NDA(2.6); meeting with B. Rosenberg counsel for the unsecured creditors committee regarding Highland proposal(2.4); work on objection to exclusivity motion filed by Delphi(1.60; [REDACTED] (1.1); work on letter to Bulet regarding conflict on Trading order issues(0.8).	8.50	\$6,162.50
01/03/07	Ashley Shurtleff	Draft and revise Amendment No. 1 to Schedule 13D to disclose the meeting with Delphi Corporation and that there have been communications with certain financial institutions (2.0).	2.00	\$560.00
01/03/07	Kourtney Lyda	Participate in conference call regarding discovery schedule and other discovery issues (1.2).	1.20	\$462.00
01/03/07	Debra Hatter	Participate in group conference call regarding hearings and	1.50	\$637.50

Invoice Number: 20337577
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January 29, 2007
Page 6

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		progress (.5); review and discuss UPE determination chart (1.0).		
01/03/07	Richard Fijolek	Consider structuring issues with Delphi (.5).	0.50	\$297.50
01/03/07	Fletch Johnston	Telephone conferences with Ms. Sharry concerning outstanding issues (.50); draft cover email for distributions to parties in interest (.50); discuss distributions with Ms. Sharry (.30); meet with Ms. Sharry and Mr. Colletti concerning equity agreement and plan support agreement and comments thereto (1.5); revise plan support agreement (1.0); discuss plan support agreement and related issues with bankruptcy counsel (1.0); revise plan support agreement (.60); review Appaloosa documents and related Delphi filings concerning fiduciary duties and other issues (2.5); review revised draft confidentiality agreement (.40); review and analyze supplemental letter to Delphi (.30); review proposed distribution materials (1.0); discuss proposed materials with Ms. Sharry (.20); [REDACTED] (.60).	10.40	\$3,484.00
01/04/07	Fletch Johnston	Conduct due diligence on Delphi documents concerning Appaloosa proposal (5.9); review and revise plan support agreement (.80); discuss plan support agreement with Ms. Sharry and Mr. Kattner (.40); review additional Delphi due diligence materials (1.2); review revised draft confidentiality agreement and related cover emails (.40); [REDACTED] (.30).	9.00	\$3,015.00
01/04/07	Richard Fijolek	Consider structuring issues with Delphi.	0.30	\$178.50
01/04/07	Debra Hatter	[REDACTED]		
01/04/07	Carlo Romero	[REDACTED]		
01/04/07	Judith Elkin	Review comments of Mr. Parkins, revise and file limited objection to exclusivity extension (1.2); numerous meetings and conferences with Mr. Parkins, Mr. Hail and Ms Sharry regarding confidentiality agreement, [REDACTED] and discovery (1.4); review revised NDA and comment on same to Ms Sharry (.5); telephone conference with Ms Sharry regarding due diligence requests (.2); review objections of UCC and statement of EC regarding exclusivity extension motion (.8); conference call with Highland and its advisors and EC and its advisors (1.4); telephone conference with Ms Shurtleff regarding SEC filing (.1); review additional objections to Plan Framework Motion (1.2); review and revise SEC filing and correspondence	7.50	\$5,437.50

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		with Ms Shurtleff regarding same (.3); review revised draft NDA and proposed cover letter (.3).		
01/04/07	Brian Hail	Prepare for and attend deposition of John Sheehan (6.4); confer re deposition of HCM corporate representative; review discovery responses (2.0); draft, Circulate correspondence to Appaloosa re discovery requests (2.0).	10.40	\$5,980.00
01/04/07	Jeffrey M. Slade	Analyze tax consequences of stock ownership of Delphi Corporation by Highland Capital Management, L.P. and related entities.	0.40	\$106.00
01/04/07	John Penn	Continued work on discovery responses (3.0); review drafts of pleadings and provide comments thereon (3.3).	6.30	\$3,370.50
01/04/07	Lenard M. Parkins	Meeting with Equity Committee and preparation therefore(2.1); extended telephone conferences with P. Daugherty and J. Sharry regarding NDA related issues and regarding various issues related thereto(2.40); prepare B. Hail regarding Sheehan deposition and related matters on discovery(1.8).; review final objection to exclusivity filed by Highland(1.10).	7.40	\$5,365.00
01/04/07	Ashley Shurtleff			
01/04/07	Janice V. Sharry	Work on issues and revisions to confidentiality agreement (1.8); various telephone calls with Mr. Stuechli, Mr. Daugherty, Mr. Parkins and others regarding same (1.0); work on 13D disclosure and discuss same (2.6); review filings in Bankruptcy Court and review and revise objection to extension agreement (1.2.).	6.60	\$3,927.00
01/04/07	W. Scott Wallace	Work on letter to Delphi Board regarding Highland proposal and Board responsibilities (1.0); work on Schedule 13D amendment (1.0); office conferences with Mr. Colletti and Ms. Shurtleff regarding transaction (.5).	2.50	\$1,400.00
01/04/07	Ian Wood	Review Bylaws, Certificate of Incorporation, past SEC filings, and Delaware law to discover takeover defenses currently employed by Delphi Corporation (2.7); draft memorandum summarizing and analyzing the takeover defenses currently employed (1.0); revise memorandum and incorporate comments (1.0).	4.70	\$987.00
01/04/07	Ian Wood	Review and analyze Delphi's filings to see if Appaloosa has	1.30	\$273.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		been exempted from any of Delphi's antitakeover provisions.		
01/04/07	Ian Wood	Draft Due Diligence Request list for Delphi Corporation.	1.90	\$399.00
01/04/07	Jermaine K. Johnson	Monitored the Delphi bankruptcy case docket and circulate pertinent filings to the working group (1.8); coordinate the electronic and overnight mail service of Highland's limited objection to Delphi's motion to extend exclusivity (1.6); draft and e:file affidavit of service with respect to Highland's limited objection to Delphi's motion to extend exclusivity (.4); worked with C. Seto to prepare informational Delphi bankruptcy case notebooks for [REDACTED], per L. Parkins instructions (.8).	4.60	\$897.00
01/04/07	David Colletti	Calls/e-mails with Skadden and internal working group and Highland to discuss revised confidentiality agreement, due diligence, meetings with equity committee, plan to proceed and contacting board.	3.20	\$944.00
01/04/07	David Colletti	Draft, review and revise confidentiality agreement, side letter, preliminary due diligence list, equity purchase agreement and potential letter to board summarizing Highland's actions.	5.10	\$1,504.50
01/05/07	David Colletti	Review and revise confidentiality agreement and send to Delphi/Skadden (1.2); review, revise and finalize preliminary due diligence request list and send to Delphi/Skadden (.8); review and revise drafts of Equity Purchase Agreement and Plan Framework Support Agreement and send to Highland internal working group for review (2.0); [REDACTED] (4); review and finalize memo on Delphi's antitakeover provisions (.4).	4.80	\$1,416.00
01/05/07	David Colletti	Meetings/calls/e-mails with Ms. Sharry and internal/Highland working group and to and with Skadden regarding confidentiality agreement and new revisions from Skadden (2.0); calls/e-mails with internal working group regarding preliminary due diligence request and review requests for financial due diligence and insurance due diligence (1.0); send out signed confidentiality agreement and due diligence packet (.4).	3.40	\$1,003.00
01/05/07	Andrew S. Ehmke	Analyze and review due diligence issues with respect to the intellectual property assets of Delphi Corporation (1.5); revise and draft due diligence requests (1.2).	2.70	\$1,039.50
01/05/07	W. Scott Wallace	Work on 13D amendment (1.0); review transaction documents (1.0); office conference with Ms. Sharry regarding same (.5); review due diligence request list (.5).	3.00	\$1,680.00
01/05/07	William C. Strock	Review and analyze Form 10-K for labor and employment issues and draft revisions and additions to preliminary Due Diligence Report.	4.20	\$2,310.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/05/07	Lenard M. Parkins	Extended conference with B. Hail and calls from B. Hail from Delphi depositions(1.8); several extended telephone conference with Jack butler regarding NDA issues and other matters related to Highland proposal to Delphi(2.9); participate on conference calls on discovery matters with various counsel and Delphi(0.7); two telephone conference with P. Daugherty regarding NDA issues and purchase efforts(0.6); work on letter and package delivery [REDACTED] and telephone conference [REDACTED] about possible retention(1.2);	7.20	\$5,220.00
01/05/07	John Penn	Preliminary review of email production (3.0); correspond with Mr. Hogan regarding document production issues (1.0); review deposition of Mr. Sheehan (2.0); continued review of documents from Delphi (1.6).	7.60	\$4,066.00
01/05/07	Amy L. Easley	Review e-correspondence from Mr. Penn containing additional documents to be produced; create list containing names of documents for Mr. Penn's review (.5); prepare additional documents for production including bates label and marking highly confidential (.5).	1.30	\$208.00
01/05/07	Ian Wood	Revise due diligence request, incorporate changes and additions from other practice groups (2.0); review representations from Appalloosa's Equity Purchase and Commitment Agreement to ensure that due diligence request includes matters that they referenced (2.8).	4.80	\$1,008.00
01/05/07	Ian Wood	Revise memorandum on antitakeover defenses and incorporate latest comments and additions.	0.70	\$147.00
01/05/07	Mike Danforth	Revise due diligence request list of employees/benefits documents (1.0); discuss with Ms. Wetzel (.5).	1.50	\$420.00
01/05/07	Judith Elkin	Review final draft of 8-K (.1); numerous office conferences with Mr. Parkins [REDACTED] documents, NDA and other issues (3.0); two conference calls with Mr. Parkins and Mr. Butler (.8); conference call with Mr. Parkins, Mr. Daugherty and Mr. Stuecheli (.5); review Sheehan deposition (1.0); review correspondence from counsel for Appaloosa and Harbinger regarding discovery (.1); review revised versions of NDA agreement and letter to company (.5); review correspondence from Mr. Butler and Mr. Cochran regarding NDA and Delphi changes to same (.4); correspondence and phone calls with Ms Sharry, Mr. Parkins and Mr. Hail regarding same (.5); telephone conference with Mr. Hail regarding progress at depositions and discussions with counsel for the Equity Committee (.4); organize documents from and to debtors and correspondence with Mr. Johnson regarding same (.4).	7.70	\$5,582.50
01/05/07	Brian Hail	Attend depositions of Miller, Opie (9.8); confer re NDA, due	10.80	\$6,210.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		diligence issues (1.0).		
01/05/07	Jermaine K. Johnson	Monitored the Delphi bankruptcy case docket and circulated pertinent filings to the working group (1.8); organized the Highland and Delphi Framework production and prepared notebooks of same for review by the team (2.7); update the working group contact list (.4).	4.90	\$955.50
01/05/07	Ian T. Peck	Review draft due diligence request and draft insert for bankruptcy-related materials (1.0); obtain information regarding status of case and possible due diligence project (.4).	1.40	\$539.00
01/05/07	Fletch Johnston	Continue conducting Delphi due diligence (3.8); review communications with Skadden (.30); review revised draft NDA (.30); review due diligence request materials and discuss same with Mr. Colletti (.40); discuss plan support agreement with Ms. Sharry (.40); revise draft plan support agreement to reflect comments from internal working group (.60).	5.80	\$1,943.00
01/05/07	Janice V. Sharry	Review filings and other materials (2.0); work on revisions to confidentiality agreement (1.0); negotiate provisions with Skadden (1.0); discuss alternatives and options with Mr. Parkins and Mr. Daugherty (1.0); work on review of due diligence request list and begin review of documents (2.0).	8.00	\$4,760.00
01/05/07	Kenneth K. Bezozo	Continue review and analysis of tax issues [REDACTED] [REDACTED]	4.20	\$3,150.00
01/05/07	Ashley Shurtleff	[REDACTED]		
01/05/07	Zachary S. Huselid	Research Delphi's intellectual property holdings (1.0); review due diligence questions (1.2).	2.20	\$462.00
01/05/07	Susan A. Wetzel	Review and revise draft of employee benefits due diligence list (1.2); conference with Mr. Colletti regarding same (.2); conference with Mr. Danforth regarding same (.1).	0.50	\$205.00
01/06/07	Janice V. Sharry	Various telephone conferences and e-mail correspondence regarding status of Confidentiality Agreement.	1.00	\$595.00
01/06/07	Fletch Johnston	Telephone conferences with Ms. Sharry concerning status of Delphi negotiations and due diligence (.50); work with counsel to Delphi to complete virtual data room passwords and coordinate due diligence activities (.90).	1.40	\$469.00
01/06/07	Jermaine K. Johnson	Monitored the Delphi bankruptcy case docket and circulate pertinent filings to the working group (.8); updated and organized the Delphi Framework production notebooks (1.0).	1.80	\$351.00
01/06/07	Lenard M. Parkins	Review of current draft of NDA sent to Skadden (0.2);	6.60	\$4,785.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		telephone conference with J. Sharry and P. Daugherty regarding NDA issues (0.8); review email communication between various counsel regarding deposition schedule, document production, exhibit preparation and disclosure and start review of Sheehan deposition and exhibits(5.6).		
01/06/07	Brian Hail	Review depositions and document productions (2.0); prepare exhibit list (.7); confer re deposition of Daugherty (.5).	3.30	\$1,897.50
01/06/07	Judith Elkin	Review documents produced by Debtors.	4.70	\$3,407.50
01/06/07	David Colletti	Call to Ms. Sharry to follow-up on request from Skadden (.2); review e-mails with Delphi regarding due diligence and e-mail to Skadden regarding issues with latest draft of confidentiality agreement received (.3).	0.50	\$147.50
01/07/07	David Colletti	Review e-mails and revisions to confidentiality agreement discussed for call.	0.90	\$265.50
01/07/07	Lenard M. Parkins	Work and preparation for Delphi hearing: review depositions and numerous telephone conferences with J. Sharry and P. Daugherty (15.0).	15.00	\$10,875.00
01/07/07	Judith Elkin	Telephone conference with Mr. Parkins and Mr. Hail (.4); review pleadings filed by the EC, UCC and Debtor regarding hearing on Cerballoosa proposal (1.2); review additional documents and Resnick declarations (2.3); review correspondence regarding discovery and meet and confer (.6); start work on declaration for Mr. Daugherty (1.2).	5.70	\$4,132.50
01/07/07	Ian Wood	Update notebooks concerning the latest public filings by Appalloosa and the latest filings by Highland.	1.10	\$231.00
01/07/07	Jermaine K. Johnson	Update the Delphi Framework production notebooks with supplemental production (1.2); compile and assemble Delphi representative deposition transcripts and related exhibits and prepare notebooks of same for the team (1.9).	3.10	\$604.50
01/07/07	Fletch Johnston	Telephone conferences with Ms. Sharry concerning conference call with respect to confidentiality agreement and other issues (.30); prepare for conference call (.50); participate on conference call (1.2); revise confidentiality agreement to reflect conference call discussions (.50).	2.50	\$837.50
01/07/07	Janice V. Sharry	Various telephone conferences regarding confidentiality agreement.	1.50	\$892.50
01/07/07	Brian Hail	Review depositions and exhibits (2.0); review Resnick Declaration, documents produced by Rothschild, exhibits to declaration. (2.0); participate in meet and confer re outstanding discovery issues; prepare for Resnick deposition (1.7)	5.70	\$3,277.50

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/08/07	Brian Hail	Attend and depose David Resnick, financial advisor for Debtor (4.0); participate in meet and confer re exhibits, court hearing (2.0); review motion to quash, motion to exclude testimony (2.0); confer re Daugherty declaration (.8); confer re Highland discovery, document production, ability of AHC group to question HCM witness (.3).	9.10	\$5,232.50
01/08/07	Ashley Shurtleff	Prepare Schedule 13D amendment to disclose letter to be sent to the Board of Directors.	0.50	\$140.00
01/08/07	Taylor H. Wilson	Work on letter to Delphi Corporation Board of Directors regarding Highland Capital and its history regarding Motient, Amcast and various other items (1.0); telephone call with Mr. Ciavarra regarding form of response letter (.4).	1.40	\$721.00
01/08/07	Judith Elkin	Telephone conference with Mr. Parkins (.2); gather documents produced by Delphi and send to Mr. Meghji (.3); numerous telephone conference with Mr. Parkins and Mr. Hail regarding discovery issues (.5); work on letter/potential pleading in case of court appearance on Highland deposition issue (2.0); review and revise same per comments of Mr. Parkins, Mr. Penn and Mr. Hail (.5); work on Daugherty declaration (3.5); participate in meet and confer on objection to exclusivity and correspondence to clients and group regarding same (.8); review Opie deposition (3.2); review miscellaneous correspondence regarding meet and confer and document lists for hearing and regarding exclusivity issues (1.2).	12.20	\$8,845.00
01/08/07	John Penn	Review correspondence and pleadings (3.0); additional work on e-mail discovery issues (2.0); conference call "meet and confer" regarding pending motions (1.0); correspond with Skadden regarding discovery issues (1.6).	7.60	\$4,066.00
01/08/07	Thomas A. Howley	Confer with L. Parkins regarding Delphi request for information on Amcast (.3); reviewed J. Butler's email and attachments (.9); reviewed various background documents (1.2); worked on preparing draft of written response to J. Butler's email (2.5); discussed with T. Wilson and need for similar draft for Motient (.3); worked on engagement letter for labor advisor (1.1).	6.10	\$3,019.50
01/08/07	Jeffrey M. Slade	Analyze ownership issues involving Highland Capital Management, L.P. and Delphi Corporation (.4); telephone conference with Mr. Niknejad (.3).	0.70	\$185.50
01/08/07	Janice V. Sharpy	Review draft of Equity Purchase Agreement and Plan Support Agreement (1.5); various telephone conferences regarding Motient and Amcast matters and preparation of letter relating to same (1.3); various telephone conferences regarding Non-Non-Disclosure Agreement (.3)	3.10	\$1,844.50

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01/08/07	Kourtney Lyda	Confer with J. Terry regarding Thursday's hearings (.1); confer with J. Johnson regarding exhibits and other information received in preparation for Thursday's hearings (.4).	0.50	\$192.50
01/08/07	Jermaine K. Johnson	Compile and organize Delphi representative deposition transcripts and exhibits (1.0); assemble and index potential Highland hearing exhibits (2.0); pull cases cited in objections filed to the Framework Motion (.7); travel to New York (4.0).	6.70	\$1,306.50
01/08/07	Amy L. Easley	Prepare additional documents for production including redacting of information.	0.30	\$48.00
01/08/07	W. Scott Wallace	Work on transaction documents, including equity purchase and commitment agreement and support agreement.	3.00	\$1,680.00
01/08/07	Lenard M. Parkins	Work and preparation for Delphi hearing: review depositions and numerous telephone conferences with J. Sharry and P. Daugherty (15.0).	15.00	\$10,875.00
01/08/07	William C. Strock	Review due diligence request submission.	0.30	\$165.00
01/08/07	David Colletti	Calls with internal working group and Highland to discuss call from last night and expectations with confidentiality agreement and timing of documents to be produced to Delphi (1.3); calls to Skadden to check on status of confidentiality agreement (.4); e-mails from Skadden requesting more information with respect to certain of Highland's past activity (1.0).	2.70	\$796.50
01/08/07	David Colletti	Draft, review and revise letter to Delphi board explaining certain past actions that Skadden noted the board was concerned about (2.0); review and revise confidentiality agreement and Equity Purchase Agreement (2.6).	4.60	\$1,357.00
01/08/07	David Colletti	Miscellaneous e-mails with highland and internal working group regarding hearings and potential due diligence trip and preparations.	0.90	\$265.50
01/08/07	Fletch Johnston	Review Motient and Amcast documents (1.9); telephone conference with Ms. Sharry and Mr. Colletti concerning action items (.40); review and comment on revised draft confidentiality agreement, Delphi response letter, and equity agreement (1.50); review internal working group comments on plan support agreement and revise same to reflect comments (.60).	4.40	\$1,474.00
01/09/07	Fletch Johnston	Review and comment on revised draft confidentiality agreement (.60); review and analyze Appaloosa confidentiality agreements and related EDGAR filings by members of Appaloosa group (1.2); review and analyze provisions of Appaloosa investment agreement and plan support agreement	5.80	\$1,943.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		(.60); discuss Appaloosa's rights and obligations with Ms. Sharry and Mr. Hail (.40); work with Mr. Penn on discovery issues (.30); revise draft plan support agreement (.30); review and comment on Delphi response letter (.50); revise and distribute responses to revised draft confidentiality agreement (1.2); revise and distribute plan support agreement (.70).		
01/09/07	David Colletti	Meetings with Mr. Wilson and Ms. Sharry regarding letter to board and drafts of documents to go out to Skadden/Delphi (1.0); meetings with Ms. Sharry and Mr. Johnston regarding drafts of documents to be sent out - equity purchase agreement, plan framework support agreement and confidentiality agreement (1.6).	2.60	\$767.00
01/09/07	David Colletti	E-mails with Mr. Ciavarra, Mr. Daugherty and internal working group regarding letter to board addressing concerns raised by Skadden yesterday.	1.10	\$324.50
01/09/07	David Colletti	Draft, review and revise letter to board addressing concerns raised by Skadden/Delphi, equity purchase agreement, plan framework support agreement and confidentiality agreement (4.0) and deliver to Delphi/Skadden (1.1).	5.10	\$1,504.50
01/09/07	Lenard M. Parkins	Work and preparation for Delphi hearing; review depositions and numerous telephone conferences with J. Sharry and P. Daugherty (15.0).	15.00	\$10,875.00
01/09/07	Jermaine K. Johnson	Assist team with preparation for the Delphi Framework Motion hearing and related issues (6.9); assist B. Hail with preparation for the P. Daugherty deposition (1.7); prepare deposition designation list for the John D. Opie deposition (2.1); monitor the Delphi bankruptcy case docket and circulate pertinent filings to the working group (1.8).	12.50	\$2,437.50
01/09/07	Debra Hatter			
01/09/07	Jeffrey M. Slade	Analyze Highland Capital Management's ownership of Delphi Corporation (.6); consider attribution rules of Internal Revenue Code Section 382 (.6).	1.20	\$318.00
01/09/07	John Penn	Review discovery issues (4.0); conference call with Skadden regarding discovery issues (.5); review and respond to discovery-related messages (.5); participate in telephonic chambers conference (2.0); finalize email discovery to be provided to Delphi; (.3) correspond with Skadden regarding production of email (1.0).	8.30	\$4,440.50
01/09/07	Thomas A. Howley	Worked on labor engagement letter (.9); continued to review and revise multiple versions of the position statement to be	5.40	\$2,673.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		sent to Delphi's Board of Directors regarding motient, amcast and NDA issues (3.4); multiple conversations with L. Britain regarding revisions to the Pestillo letter (.4); worked on further revisions to the Pestillo letter and reticulated (.7).		
01/09/07	Amy L. Easley	Prepare additional documents for production including redacting of information.	0.60	\$96.00
01/09/07	Taylor H. Wilson	Review and revise form of letter to Board of Directors of Delphi Corporation (1.0); multiple telephone calls with counsel for Highland regarding Motient litigation to ensure accuracy of litigation; revise response to allegations of litigious nature of Highland (.8).	1.80	\$927.00
01/09/07	Ashley Shurtleff	Prepare Amendment No. 2 to Schedule 13D/A to disclose the letter that was sent to the Board of Directors.	1.50	\$420.00
01/09/07	Brian Hail	Review depositions, make designations; (3.0); prepare for cross examination of Sheehan, Resnick (4.0); attend court hearing re discovery issues, motions to quash and exclude (4.0); correspondence with Debtor, AHC group re AHC attendance at Highland deposition (.5); make Opie deposition designations; review draft declaration (.4).	11.90	\$6,842.50
01/09/07	Janice V. Sharry	Work on revisions to confidentiality agreement (1.5); work on revisions to agreements (2.0); various telephone conferences regarding status of bankruptcy proceedings with Mr. Parkins (.6); work on e-mail transmission to parties (.4); work on letter to Board of Directors regarding Motient and Amcast (1.6).	6.10	\$3,629.50
01/09/07	Judith Elkin	Review supplemental opposition filed by unions and EC (2.3); court appearance at chambers conference on discovery (1.2); numerous correspondence with Mr. Penn and Mr. Hail, and with counsel for debtor and others regarding discovery issues (1.8); telephone conference with Ms Steingart regarding Highland document production (.3); telephone conference with Mr. Parkins regarding Highland document production to EC (.2); telephone conference with Mr. Parkins regarding settlements of trade and UCC and regarding status of miscellaneous matters (.5); conference call with Ms Sharry and Mr. Parkins regarding status of documents (.3); review and revise letter to board and correspondence with clients regarding same (.5); prepare outline of deposition of Mr. Daugherty (.5); review miscellaneous documents relating to hearing issues (2.0), revise draft Daugherty declaration in response to comments from Mr. Hail and Mr. Penn (1.0).	10.60	\$7,685.00
01/09/07	Kourtney Lyda	Prepare engagement letter for Peter Pestillo (1.5); confer with G. Stuecheli, L. Britain and J. Terry regarding same and revise same (.4); prepare correspondence to Court requesting	4.10	\$1,578.50

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		permission for Highland to participate in hearings (.5); assist in responses to discovery requests and hearing preparation (1.7).		
01/09/07	Carlo Romero			
01/10/07	W. Scott Wallace			
01/10/07	Jeffrey M. Slade	Analyze and discuss the attribution rules of Internal Revenue Code Section 382 relating to the client's and Mr. Dondero's ownership of Delphi Corporation (2.0); consider restrictions on 5-percent shareholders under the Treasury Regulations promulgated under Internal Revenue Code Section 382 (2.0); prepare memorandum regarding legal defenses and arguments supporting the position of Highland Capital Management, L.P. (3.4).	7.40	\$1,961.00
01/10/07	Kenneth K. Bezozo	Continue analysis	1.00	\$750.00
01/10/07	Brian Hail	Prepare and defend P Daugherty at deposition (9.0); draft Daugherty declaration (2.0); review exhibits, objections on same (1.0); confer re implied equity value, calculations of same (1.0); prepare cross of Sheehan; prepare Opie deposition designations (4.8).	17.80	\$10,235.00
01/10/07	Carlo Romero	Further research Item 6 clarifications (.3); further review subsequently disclosed UPE information (.3).	0.60	\$168.00
01/10/07	Judith Elkin	Read depositions of Mr. Resnick, Miller and Sheehan and prepare for trial (6.5); work on declaration of Mr. Daugherty and them work on same with Mr. Daugherty, Mr. Parkins and Mr. Hail (5.0); prepare opening statement (1.2); review debtors' reply, EC's third supplemental objection, and various statements in support (3.5); meet with Mr. Johnson regarding filing and service of declaration and letter for electronic delivery to court (.4).	16.60	\$12,035.00
01/10/07	Kourtney Lyda	Confer with J. Terry regarding hearings (.2); confer with J. Johnson regarding exhibits (.5).	0.70	\$269.50
01/10/07	Janice V. Sharry	Review objections (2.0); discuss issues regarding NDA with Mr. Parkins and Mr. Daugherty (1.0).	3.00	\$1,785.00
01/10/07	John Penn	Prepare draft of Objection to Declarations (2.0); review and respond to various email correspondence (1.0); review late produced email (1.0); review and respond to questions	4.60	\$2,461.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		regarding Trading Order issues (.6).		
01/10/07	Brandon Jones	Review and consider issues related to the bankruptcy trading order.	2.10	\$745.50
01/10/07	Amy L. Easley	Prepare additional documents for production.	0.10	\$16.00
01/10/07	Jermaine K. Johnson	Compile and organize 117 exhibits for the hearing on the Delphi Framework Motion hearing (2.8); prepare hearing exhibit notebooks for the team (1.5); assist team with preparation for the Delphi Framework Motion (3.1); assist B. Hail with preparation for the P. Daugherty deposition (1.2); review deposition transcripts and prepare deposition designation lists for the Sheehan and Opie depositions (2.1); monitor the Delphi bankruptcy case docket and circulate pertinent filings to the working group (1.8).	12.50	\$2,437.50
01/10/07	Lenard M. Parkins	Work and preparation for Delphi hearing; review depositions and numerous telephone conferences with J. Sharry and P. Daugherty (15.0).	15.00	\$10,875.00
01/10/07	Fletch Johnston	Review confidentiality obligations of various parties (.60); review debtors' reply to plan support agreement objections, including exhibits thereto (1.5); telephone conference with Ms. Sharry concerning confidentiality obligations of Appaloosa group members (.40); [REDACTED] (.40); review trading order and Section 13 and 16 filings by Merrill Lynch (1.2).	4.10	\$1,373.50
01/10/07	David Colletti	Review revised filed documents for Appaloosa/Cerberus group plan (2.0); discuss with Ms. Sharry; (.4); review amendment to 13D/A for filing (1.0).	3.40	\$1,003.00
01/10/07	David Colletti	E-mails/calls with internal working group regarding status of letter and documents sent out yesterday (1.0); plan of procedure; [REDACTED] (.5).	2.10	\$619.50
01/10/07	Ashley Shurtleff	[REDACTED]		
01/11/07	Ashley Shurtleff	[REDACTED]		
01/11/07	Jermaine K. Johnson	Prepare for and attend trial on Delphi's motion to approve the equity purchase and commitment agreement.	12.00	\$2,340.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/11/07	Janice V. Sharry			
01/11/07	Brian Hail	Attendance at, participation in hearing on AHC approval motion.	12.20	\$7,015.00
01/11/07	David Colletti	Review revised filed documents by delphi for Appaloosa/Cerberus proposal	2.90	\$855.50
01/11/07	David Colletti	E-mails with public relations group and internal working group regarding latest updates and hearing (1.0); review information for anything to be included in amendment number 2 to 13D (.8).	1.80	\$531.00
01/11/07	Fletch Johnston	(.60); review Delphi litigation discovery documents (2.3).	2.90	\$971.50
01/11/07	Lenard M. Parkins	Work and preparation for Delphi hearing: review depositions and numerous telephone conferences with J. Sharry and P. Daugherty (15.0).	15.00	\$10,875.00
01/11/07	Debra Hatter			
01/11/07	Kourtney Lyda	Assist with various matters in preparation for Delphi hearings.	0.60	\$231.00
01/11/07	Judith Elkin	Additional trial preparation (1.6); court appearance at Framework motion hearing (10.0); prepare closing argument (1.0)	12.60	\$9,135.00
01/11/07	Carlo Romero	Further review and update HSR information and draft.	0.30	\$84.00
01/11/07	Jeffrey M. Slade	Analyze and consider restrictions on "public groups" for purposes of Internal Revenue Code Section 382 (2.0); determine and prepare argument (1.0); consider and discuss (1.0); prepare and revise memorandum (1.6).	5.60	\$1,484.00
01/11/07	Brandon Jones	Review and consider issues related to the trading restriction.	1.80	\$639.00
01/11/07	Kenneth K. Bezozo	Continue review and analysis of tax issues relating to trading order.	0.70	\$525.00
01/12/07	Kourtney Lyda			
01/12/07	Judith Elkin	Review and revise closing argument and discuss with Mr. Parkins (1.0); court appearance at argument and court ruling (5.0); meet with Mr. Parkins and Mr. Hail and conference with clients regarding hearing (.8) review and discuss with Ms Lyda	7.20	\$5,220.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		and Mr. Parkins 8K language (.4)		
01/12/07	Debra Hatter	Discuss HSR filing requirements with Ms. Denise Connor in light of UPE determinations.	0.20	\$85.00
01/12/07	Lenard M. Parkins	Work and preparation for Delphi hearing: review depositions and numerous telephone conferences with J. Sharry and P. Daugherty (15.0).	15.00	\$10,875.00
01/12/07	Brandon Jones	Review and consider issues related to the issuance of a 1099-C in connection with the Penda debt restructuring.	0.60	\$213.00
01/12/07	David Colletti	Review e-mail updates on status of hearing and news and keep group updated in case need to go to Detroit for diligence.	0.40	\$118.00
01/12/07	Brian Hail	Attend final arguments on motion to approve AHC deal (4.0); confer re decision, impact, press, appeal issues (3.8).	7.80	\$4,485.00
01/12/07	Janice V. Sharry	[REDACTED] (1.5); telephone conferences regarding status of bankruptcy proceedings (.5); telephone conference with Mr. Daugherty [REDACTED] (.6).	2.60	\$1,547.00
01/12/07	Jermaine K. Johnson	Prepare for and attend continued trial on Delphi's motion to approve the equity purchase and commitment agreement (6.5); organize trial exhibits and related documents and incorporate same into the case file (2.1); return travel to Houston (3.5).	12.10	\$2,359.50
01/12/07	Carlo Romero	Review additional Crusader UPE information.	0.30	\$84.00
01/12/07	Ashley Shurtleff	[REDACTED]		
01/16/07	Janice V. Sharry	Review possible 13D amendment requirements.	0.40	\$238.00
01/16/07	Brandon Jones	Review and consider issues related to the reporting of cancellation indebtedness in connection with the Penda debt restructuring.	1.00	\$355.00
01/17/07	Judith Elkin	Telephone conference with Mr. Seife, counsel for shareholder regarding status.	0.20	\$145.00
01/17/07	Ashley Shurtleff	[REDACTED]		
01/18/07	Carlo Romero	[REDACTED]		

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/19/07	Brandon Jones			
01/22/07	Brandon Jones	Review and consider certain tax reporting issues.	0.80	\$284.00
01/22/07	Ivo Djambov			
01/22/07	Debra Hatter			
01/23/07	Janice V. Sharry	Discussions with Greg Stuechli and Patrick Daugherty regarding issues (.7).	0.70	\$416.50

Total Chargeable Hours 787.00

Total Fees \$397,780.50

EXPENSE SUMMARY

<u>Description</u>	<u>Amount</u>
Conference Expense	\$21.82
Deposition Transcripts	\$5,501.20
Facsimile Expense	\$27.00
Federal Express	\$1,938.63
Hotel Expense	\$1,541.98
Long Distance Phone Expense	\$5.55
Meals	\$120.56
Mileage	\$18.43
Other Expense	\$342.50
Photocopy Expense	\$539.85
Secretarial Overtime Expense	\$130.00
Special Delivery Courier Service	\$55.04
Special Delivery Other Charges	\$68.96
Support Vendors	\$1,661.10
Travel Expense	\$2,393.71
Westlaw	\$832.00

Total Current Costs \$15,198.33

Total Fees and Costs (See Remittance Statement for Total Due) \$412,978.83

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Delphi Corporation

The following is a summary of the time dedicated and the fees charged on an average hourly rate basis to this matter by the Firm's professional staff:

	Hours	Rate*	Fee
Thomas A. Howley	11.50	\$495.00	\$5,692.50
Susan A. Wetzel	0.50	\$410.00	\$205.00
William C. Strock	4.50	\$550.00	\$2,475.00
Judith Elkin	100.50	\$725.00	\$72,862.50
Richard Fijolek	0.80	\$595.00	\$476.00
Taylor H. Wilson	3.20	\$515.00	\$1,648.00
Brian Hail	102.00	\$575.00	\$58,650.00
Debra Hatter	4.10	\$425.00	\$1,742.50
Kenneth K. Bezozo	7.10	\$750.00	\$5,325.00
Lenard M. Parkins	139.30	\$725.00	\$100,992.50
John Penn	48.10	\$535.00	\$25,733.50
W. Scott Wallace	13.40	\$560.00	\$7,504.00
Janice V. Sharry	60.60	\$595.00	\$36,057.00
David Colletti	58.80	\$295.00	\$17,346.00
Mike Danforth	1.50	\$280.00	\$420.00
Ivo Djambov	1.70	\$280.00	\$476.00
Fletch Johnston	49.00	\$335.00	\$16,415.00
Brandon Jones	11.00	\$355.00	\$3,905.00
Kourtney Lyda	7.60	\$385.00	\$2,926.00
Jeffrey M. Slade	18.70	\$265.00	\$4,955.50
Carlo Romero	13.20	\$280.00	\$3,696.00
Andrew S. Ehmke	2.70	\$385.00	\$1,039.50
Zachary S. Huselid	2.20	\$210.00	\$462.00
Ashley Shurtleff	21.80	\$280.00	\$6,104.00
Ian T. Peck	1.40	\$385.00	\$539.00
Ian Wood	25.10	\$210.00	\$5,271.00

* average hourly rate

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	Hours	Rate*	Fee
Jermaine K. Johnson	74.00	\$195.00	\$14,430.00
Amy L. Easley	2.70	\$160.00	\$432.00
Total	787.00		\$397,780.50

* average hourly rate

Highland Capital Management, L.P.
ATTN: Accounting Department
13455 Noel Road, Suite 800
Two Galleria Tower
Dallas, TX 75240

ACCOUNTING RECAP

Requesting Attorney Taylor H. Wilson
Delphi Corporation
Client/Matter B/M: 0034882.00063

For Professional Services Rendered From January 1, 2007 Through January 29, 2007 as follows:

<u>Fees</u>	<u>Expenses</u>	<u>Applications</u>	<u>Total Due</u>
\$397,780.50	\$15,198.33	\$0.00	\$412,978.83

Highland Capital Management, L.P.
ATTN: Accounting Department
13455 Noel Road, Suite 800
Two Galleria Tower
Dallas, TX 75240

Client/Matter: 0034882.00063

Tax Identification Number: 75-1312888

Delphi Corporation

Requesting Attorney Taylor H. Wilson

Requesting Attorney Phone: (214)651-5615

REMITTANCE PAGE

For Professional Services Rendered Through January 29, 2007

Remit to:

HAYNES AND BOONE
P.O. Box 841399
Dallas, TX 75284-1399

Total Fees	\$397,780.50
Total Expenses and Services	\$15,198.33
Total Amount Due	<u>\$412,978.83</u>

WIRING INSTRUCTIONS FOR OPERATING ACCOUNT:

BANK OF AMERICA 100 West 33rd STREET New York, NY 10001

FOR CREDIT TO THE ACCOUNT OF HAYNES AND BOONE, LLP

ABA NO. 0260-0959-3 OPERATING ACCOUNT NO. 018-08-3729-4

SWIFT Address: BOFAUS3N

For ACH Payments

FOR CREDIT TO THE ACCOUNT OF HAYNES AND BOONE, LLP

ABA NO. 111-000-025 OPERATING ACCOUNT NO. 018-08-3729-4

PLEASE REFERENCE INVOICE NUMBER: 20337577

RESPONSIBLE ATTORNEY: Taylor H. Wilson

CLIENT MATTER NUMBER: 0034882.00063

haynesboone

Invoice Number: 20337328
Client/Matter Number: 0034882.00063
January 24, 2007

Highland Capital Management, L.P.
ATTN: Accounting Department
13455 Noel Road, Suite 800
Two Galleria Tower
Dallas, TX 75240

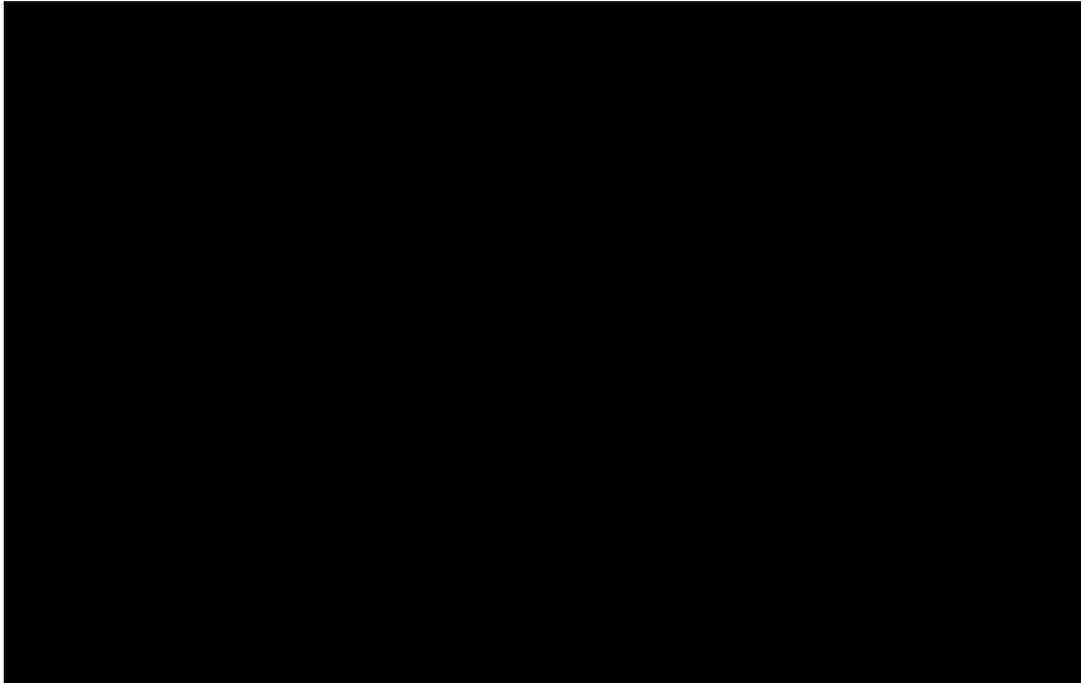
Employer Identification No. 75-1312888

Requesting Attorney: Taylor H. Wilson

For Professional Services Rendered From December 1, 2006 Through December 31, 2006

Delphi Corporation

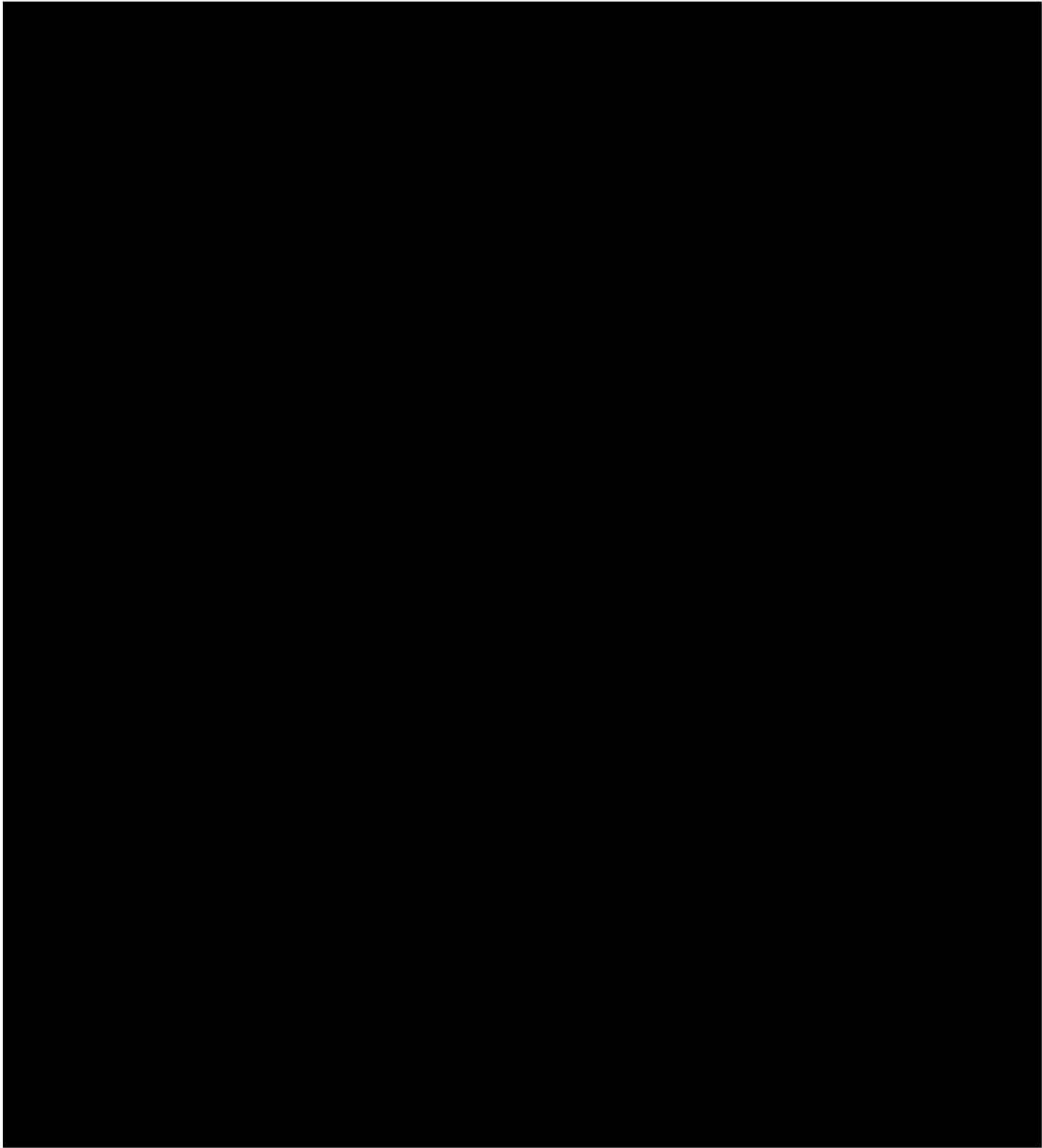
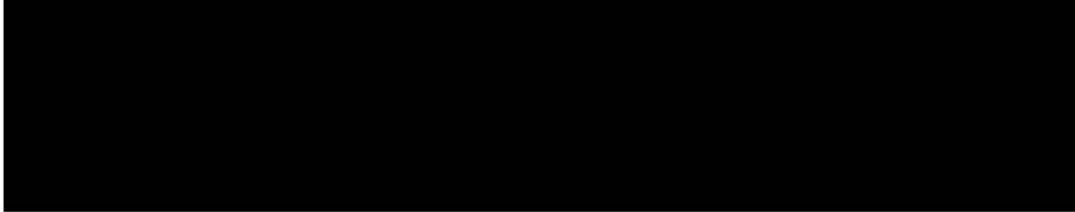
PROFESSIONAL FEES

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
12/01/06	Ivo Djambov			
12/01/06	Debra Hatter			
12/04/06	Ivo Djambov			
12/08/06	Debra Hatter			
12/08/06	Debra Hatter			

Haynes and Boone, LLP
Attorneys and Counselors
901 Main Street, Suite 3100
Dallas, Texas 75202-3789
Phone: 214.651.5000
Fax: 214.651.5940
www.haynesboone.com

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
12/11/06	Debra Hatter			
12/12/06	Debra Hatter			
12/12/06	Ivo Djambov			
12/13/06	Debra Hatter			
12/14/06	Debra Hatter			
12/14/06	Brian Hail			
12/14/06	Carlo Romero			
12/14/06	Carlo Romero			
12/15/06	Carlo Romero			
12/15/06	Carlo Romero			
12/18/06	Thomas A. Howley	Telephone conference with L. Parkins and P. Daugherty regarding announcement of plan framework agreement with Cerberus and Appaloosa; reviewed press releases on plan framework agreement; reviewed pleadings filed with bankruptcy court.	1.40	\$693.00
12/18/06	Carlo Romero			
12/18/06	Jermaine K. Johnson			

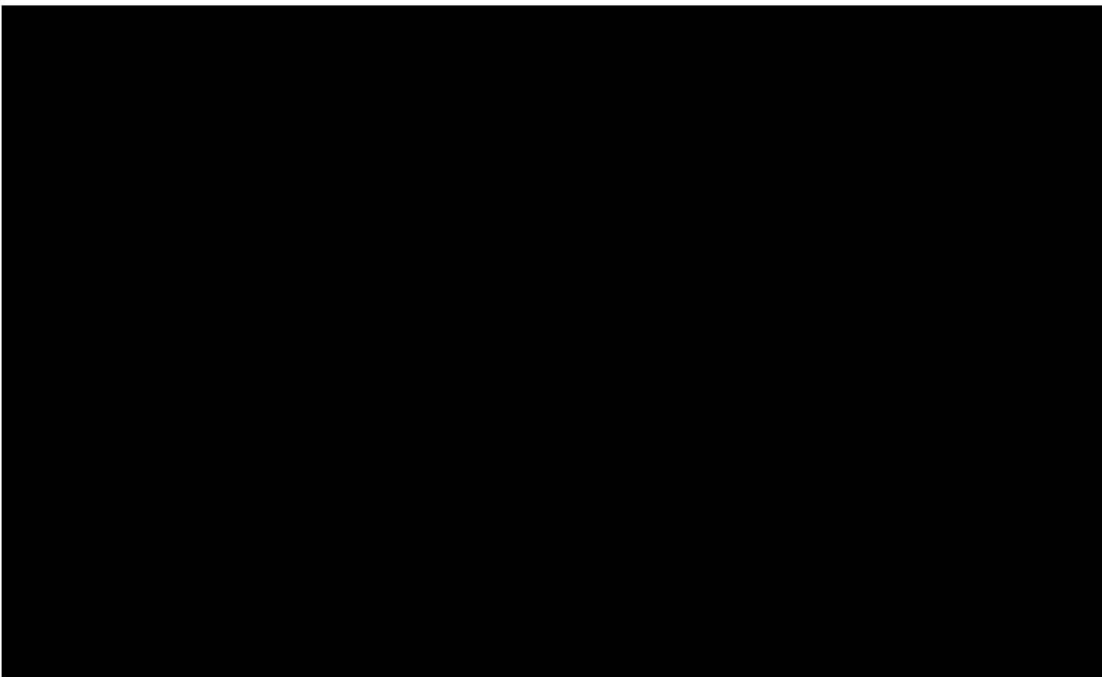

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
12/18/06	Kourtney Lyda			
12/18/06	Lenard M. Parkins	Numerous extended telephone conferences with P. Daugherty regarding Delphi and Highland's decision to go after Delphi (3.4) and obtain and start reading pleadings filed by Delphi to prepare proposal from Highland; numerous telephone conferences with J. Sharry regarding same (2.1).	5.50	\$3,987.50
12/18/06	Lenard M. Parkins	Work on proposal from Highland to Delphi after numerous and extensive telephone conferences with P. Daugherty and J. Sharry regarding same (8.7); read and review Delphi pleadings filed regarding Cerberus/Appaloosa deal (2.7).	11.40	\$8,265.00
12/18/06	Kenric D. Kattner	Receive and begin analyzing Appaloosa equity purchase agreement.	4.10	\$2,193.50
12/18/06	Debra Hatter			
12/19/06	Debra Hatter			
12/19/06	Kenric D. Kattner	Review and comment on Delphi proposal from Highland.	1.40	\$749.00
12/19/06	Jermaine K. Johnson			
12/19/06	W. Scott Wallace			
12/19/06	Taylor H. Wilson			
12/19/06	Lenard M. Parkins	Extended numerous calls with P. Daugherty and J. Sharry working on press release, content and structure of Highland Commitment and Proposal to Delphi; numerous telephone conferences with B. Scheler, counsel for the Equity Committee regarding Delphi and Cerberus proposal filed on the 18th (4.6); read numerous pleadings filed by Delphi on January 18; work on Highland Commitment proposal (7.9).	12.50	\$9,062.50
12/19/06	Thomas A. Howley	Worked on proposal to compete with Plan Investor proposal filed yesterday with the Court; provided comments to various	1.20	\$594.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		drafts and discussed with team; continued to review pleadings filed by Delphi.		
12/19/06	Ivo Djambov			
12/19/06	Carlo Romero			
12/19/06	Carlo Romero			
12/19/06	Carlo Romero			
12/19/06	Kourtney Lyda	Draft response in opposition to Expedited Motion for Order Authorizing and Approving the Equity Purchase and Commitment Agreement Pursuant to Sections 105(a), 363(b), 503(b) and 507(a) of the Bankruptcy Code and the Plan Framework Support Agreement Pursuant to Sections 105(a), 363(b), and 1125(e) of the Bankruptcy Code	6.80	\$2,618.00
12/20/06	Kourtney Lyda	Review and revise response in opposition to Expedited Motion for Order Authorizing and Approving the Equity Purchase and Commitment Agreement Pursuant to Sections 105(a), 363(b), 503(b) and 507(a) of the Bankruptcy Code and the Plan Framework Support Agreement Pursuant to Sections 105(a), 363(b), and 1125(e) of the Bankruptcy Code	5.90	\$2,271.50
12/20/06	Janice V. Sharry	Work on proposal letter to Delphi Board (7.0); various telephone conferences with Mr. Daugherty and Mr. Stuechli (2.0); review filings of Appaloosa group (1.5); review 13D issues (2.0).	12.50	\$7,437.50
12/20/06	Carlo Romero			
12/20/06	Thomas A.			
12/20/06	Thomas A.	Worked on draft pleading (.7); worked on review and revisions	2.80	\$1,386.00


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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	Howley	to talking points (.4); worked on review and revisions to commitment letter (.6); participate in team calls regarding (1.1).		
12/20/06	Judith Elkin	Review pleadings and correspondence relating to equity play; meet with Mr. Parkins regarding same; telephone conferences with Ms Sharry regarding same; conference call with clients regarding same; review and revise board letter and discuss with Mr. Parkins and Ms Sharry.	3.80	\$2,755.00
12/20/06	Ashley Shurtleff			
12/20/06	Ian Wood	Create four notebooks: one containing all of Appaloosa's and Harbinger Capital Partners' 13G and 13D filings; one containing first Delphi's 8-K announcing the Plan Framework Support Agreement and second Appaloosa's three Bankruptcy Pleadings; one containing Highland's filed and soon to be filed 13G and 13D filings; and one containing Highland's Proposal and Commitment letter as well as Highland's Bankruptcy pleadings.	4.50	\$945.00
12/20/06	Lenard M. Parkins	Numerous extended telephone conferences with P. Daugherty, J. Sharry, and PR firm regarding press release and Commitment Proposal and work on numerous drafts of same (9.7); telephone conference with J. Dondero regarding press release and interviews, WSJ article and related strategic issues (2.1); work on pleadings in response to Delphi Motion (1.5); telephone conference with counsel for the Equity Committee in Delphi (.8).	15.10	\$10,947.50
12/20/06	W. Scott Wallace	Work on Delphi proposal, including 13D and commitment letter; participate in telephone conference with working group regarding same; office conferences with Ms. Sharry, Mr. Colletti and Ms. Shurtleff regarding same (3.0); review various transaction documents regarding same (2.5).	5.50	\$3,080.00
12/20/06	David Colletti	Meetings and e-mails with Ms. Sharry to discuss new Delphi deal and proposal letter to be drafted and terms.	2.00	\$590.00
12/20/06	David Colletti	Review e-mails and terms of Appaloosa/Cerberus deal; draft, revise commitment letter to Delphi from Highland.	4.90	\$1,445.50
12/20/06	David Colletti	Review assignment with Mr. Wood to prepare background documents and binders of current documents for Delphi proposal; answer questions related to assignment.	1.10	\$324.50
12/20/06	David Colletti	Calls with Ms. Sharry, Mr. Parkins, Ms. Elkins, Mr. Daugherty, Mr. Stuecheli, Mr. Terry, Mr. Dondero, Mr. Burns and others in working group to review binding commitment letter and press	3.10	\$914.50

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		release and revise accordingly.		
12/20/06	David Colletti	Review and revise press release to conform to binding proposal letter.	0.90	\$265.50
12/20/06	Jermaine K. Johnson	Monitored the Delphi bankruptcy case docket and circulate pertinent filings to the working group.	0.80	\$156.00
12/20/06	Kenric D. Kattner	Review and comment on letter to board (.8); continue working on draft rejection to Appaloosa proposal (3.60; review and analyze PSA and EPCA for objectionable portion (1.8); review talking points from Steachli and transfer of value spreadsheet (.4).	6.60	\$3,531.00
12/20/06	Debra Hatter			
12/21/06	Debra Hatter			
12/21/06	Kenric D. Kattner	Revise and edit objection pleadings to Appaloosa proposal (2.3); review and analyze Appaloosa pleadings and EPCA and PSA (2.4).	4.70	\$2,514.50
12/21/06	Jermaine K. Johnson	Monitored the Delphi bankruptcy case docket and circulate pertinent filings to the working group.	1.00	\$195.00
12/21/06	W. Scott Wallace	Work on Delphi proposal including Schedule 13D; office conferences with Ms. Sharry and Ms. Shurtleff regarding same; telephone conference with working group regarding same (3.5); review and analyze various transaction documents filed with SEC by competing bidders (3.0).	6.50	\$3,640.00
12/21/06	Taylor H. Wilson	Review 13D drafts and securities law issues therein; review 1940 Act concerns and work to locate outside counsel to assist with issues raised.	1.20	\$618.00
12/21/06	David Colletti	Review e-mails related to binding commitment letter sent out to Delphi.	1.60	\$472.00
12/21/06	Lenard M. Parkins	Work on Highland reply papers to Delphi Motion (3.5); numerous telephone conferences with P. Daugherty, G. Steuchli and other Highland representatives regarding Delphi proposal being prepared, response from the press agents and	9.70	\$7,032.50

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		issues to be addressed (3.1) two telephone conferences with counsel for the Equity Committee in Delphi regarding Highland proposal/ commitment and effect on Delphi case (1.3); several telephone conferences with GC and CRO of Delphi regarding call with Highland and possible meeting with Highland and preparation for that call (1.8).		
12/21/06	Kourtney Lyda	Continue drafting opposition to Expedited Motion for Order Authorizing and Approving the Equity Purchase and Commitment Agreement Pursuant to Sections 105(a), 363(b), 503(b) and 507(a) of the Bankruptcy Code and the Plan Framework Support Agreement Pursuant to Sections 105(a), 363(b), and 1125(e) of the Bankruptcy Code	6.10	\$2,348.50
12/21/06	Carlo Romero	Review and analyze UPE information and control information for James Dondero and Crusader affiliates.	1.90	\$532.00
12/21/06	Janice V. Sharry	Finalize press release and proposal letter and transmit same (2.0); various telephone conferences regarding press coverage and other issues with public relations people (1.0); review and work on various issues relating to 13D (2.0).	5.00	\$2,975.00
12/21/06	Ian Wood	Create four notebooks: one containing all of Appaloosa's and Harbinger Capital Partners' 13G and 13D filings; one containing first Delphi's 8-K announcing the Plan Framework Support Agreement and second Appaloosa's three Bankruptcy Pleadings; one containing Highland's filed and soon to be filed 13G and 13D filings; and one containing Highland's Proposal and Commitment letter as well as Highland's Bankruptcy pleadings.	0.80	\$168.00
12/21/06	Ian Wood	Update four notebooks: one containing all of Appaloosa's and Harbinger Capital Partners' 13G and 13D filings; one containing first Delphi's 8-K announcing the Plan Framework Support Agreement and second Appaloosa's three Bankruptcy Pleadings; one containing Highland's filed and soon to be filed 13G and 13D filings; and one containing Highland's Proposal and Commitment letter as well as Highland's Bankruptcy pleadings.	0.40	\$84.00
12/21/06	Judith Elkin	Review and revise draft objection; review draft press release, commitment letter and SEC filings; review objections of three committees to Appaloosa/Cerberus proposal; conference call with clients and Delphi management; meet with Mr. Parkins; review and comment on miscellaneous administrative pleadings for case; review debtors' motions for approval of certain agreements relating to Appaloosa/Cerberus proposal; review various press coverage; conference call with Mr. Parkins and Ms Sharry.	6.20	\$4,495.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
12/21/06	Ashley Shurtleff			
12/21/06	Ashley Shurtleff			
12/21/06	Ashley Shurtleff			
12/21/06	Ashley Shurtleff			
12/21/06	Thomas A. Howley	Reviewed objections already filed by the Committee, IEW and the Equity Committee (1.2); worked on Notice of Commitment and Objection (3.1); participated in team calls regarding [REDACTED] (1.1).	5.40	\$2,673.00
12/22/06	Carlo Romero			
12/22/06	Thomas A. Howley		1.20	\$594.00
12/22/06	Lenard M. Parkins	Numerous extended telephone conferences with P. Daugherty regarding issues on Delphi effort [REDACTED] (3.5); numerous extended telephone conferences with J. Sharry regarding Highland proposal for Delphi, press releases and 13D filing issues (2.8); work on Highland reply papers to Delphi's motion for transaction (2.4); telephone conference with J. Elkin and K. Kattner regarding Highland pleadings (.8); two telephone conferences with J. Sharry and Highland's PR firm regarding issues raised in press and resolution of those issues (1.1).	10.60	\$7,685.00
12/22/06	Judith Elkin	Telephone conference with Mr. Parkins; review revised pleading; review pleadings on Cerberus/Appaloosa offer; correspondence with Mr. Kattner regarding objection; correspondence with Mr. Rosenberg regarding case.	3.50	\$2,537.50
12/22/06	Janice V. Sharry	Various telephone conferences regarding status of the proposal and issues with public relations firm (1.5); review materials and proposals regarding issues (.6); work on revisions to 13D (2.0); telephone conferences regarding issues relating to CLOs (1.5).	5.60	\$3,332.00
12/22/06	Kourtney Lyda	Review and revise opposition to Expedited Motion for Order Authorizing and Approving the Equity Purchase and Commitment Agreement Pursuant to Sections 105(a), 363(b), 503(b) and 507(a) of the Bankruptcy Code and the Plan Framework Support Agreement Pursuant to Sections 105(a), 363(b), and 1125(e) of the Bankruptcy Code (4.2); review scheduling order in bankruptcy case and correspond with	4.40	\$1,694.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		working group regarding same (.2).		
12/22/06	E A. Tiller	Responding on issue of whether offshore funds involved in the Delphi matter might have "effectively connected" income.	4.00	\$1,980.00
12/22/06	Ashley Shurtleff			
12/22/06	David Colletti	Review e-mails updating status of deal from binding commitment letter.	0.90	\$265.50
12/22/06	Taylor H. Wilson			
12/22/06	Fletch Johnston			
12/22/06	Vicki Martin-Odette	Consider tax issues regarding the structure of the Delphi transaction.	1.00	\$490.00
12/22/06	W. Scott Wallace			
12/22/06	Kenric D. Kattner	Revise and edit objection to Appaloosa proposal.	4.10	\$2,193.50
12/22/06	Debra Hatter			
12/22/06	Richard Fijolek	Review tax issues with bid.	3.20	\$1,904.00
12/23/06	Richard Fijolek	Review tax issues with bid.	6.00	\$3,570.00
12/23/06	Vicki Martin-Odette	Consider tax issues regarding the structure of the Delphi transaction; telephone conference with Mr. Ciavarra regarding same.	3.50	\$1,715.00
12/23/06	Taylor H. Wilson	Assist handling of tax and securities issues relating to proposal to Delphi Corporation; work with tax counsel on ECI matters and discuss related structure issues.	0.50	\$257.50
12/23/06	E A. Tiller	Phone discussions with Vicki Martin-Odette and Rick Fijolek	0.40	\$198.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		regarding possible need or utility of "blocker" entities.		
12/23/06	Janice V. Sharry	Telephone conferences with Mr. Fijolek, Mr. Wilson and Ms. Odette regarding tax issues (1.0); prepare and discuss e-mail to client and conference call with Mr. Ciaverra (.3).	1.30	\$773.50
12/23/06	Judith Elkin	Review and revise objection to Appaloosa Cerberus offer.	2.50	\$1,812.50
12/23/06	Lenard M. Parkins	Extended telephone conference with P. Daugherty [REDACTED] (1.5); telephone conference with Randy Mason from Wachtel regarding bondholder position and indenture provisions that bar reinstatement of certain bond debt (.7).	2.20	\$1,595.00
12/24/06	Lenard M. Parkins	Work on reply papers for Highland(3.3); telephone conference with P. Daugherty regarding Highland proposal and status of same with Delphi(0.5).	3.80	\$2,755.00
12/25/06	Lenard M. Parkins	Work on responsive pleadings for Highland in response to Delphi's Motion to approve deal with Cerberus/Appaloosa(2.7).	2.70	\$1,957.50
12/25/06	Kenric D. Kattner	Review and analyze press releases and value transfer spreadsheet for use in drafting objection (1.2); revise and edit objection and response to Appaloosa proposal (4.1).	5.30	\$2,835.50
12/25/06	Judith Elkin	Correspondence with Mr. Parkins and Mr. Kattner; review revised pleading and prepare comments; review various press releases; correspondence with Mr. Rosenberg.	2.60	\$1,885.00
12/26/06	Judith Elkin	Work on pleading and give comments to Mr. Parkins and Mr. Kattner (2.0); review additional press releases (.4); review case management orders and correspondence regarding same to group (1.0); review procedures order (.2); correspondence with Mr. Penn regarding procedures (.1); review GM issues and review Appaloosa/Cerberus documents (3.0); research conflicts counsel identity (.3); telephone conference with Mr. Parkins regarding investment banker issues and contact Ms Gopal at GCA regarding same (.2).	7.20	\$5,220.00
12/26/06	Jason P. Bloom	[REDACTED]		
12/26/06	John Penn	Review issues [REDACTED] preliminary work on outline of memo regarding same.	4.70	\$2,514.50
12/26/06	Kourtney Lyda	Review and revise responsive pleadings to be filed in bankruptcy case (1.6); review case management orders to determine objection procedures(.3); conference call with	2.40	\$924.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		respect to various issues relating to responsive papers (.5).		
12/26/06	Janice V. Sharry	Telephone conference with Mr. Parkins and working group to discuss status of issues and documentation (1.0); commence review of issues relating to Indentures (.5).	1.50	\$892.50
12/26/06	Lenard M. Parkins	Work on responsive papers to be filed by Highland to Delphi Motion to enter into transactions with Cerberus and Appaloosa(5.2); numerous telephone conference with J. Sharry and other team members regarding status of contract revisions; confidentiality issues; responses to 13D challenges, trading order issues (2.80); several telephone conference with P. Daugherty regarding Delphi situation and Highland efforts to retain Investment Bankers and Financial Advisors (.8).	8.80	\$6,380.00
12/26/06	Kenric D. Kattner	Review and analyze stock price issuance differences from Highland for objection (.8); revise and edit objection and response to Appaloosa proposal based on comments received (4.6); review equity and trade committee objections (1.3); review trading order terms and conditions for compliance thereof (.4).	7.10	\$3,798.50
12/26/06	David Colletti	Review e-mails from working group on updates since commitment letter was delivered.	0.50	\$147.50
12/26/06	Arthur T. Carter			
12/27/06	David Colletti	Review e-mails on updates and status since sending binding commitment letter.	0.50	\$147.50
12/27/06	David Colletti	Calls with Ms. Sharry, Mr. Johnston and Ms. Shurtleff on status of deal and what needs to be done and to be drafted and outstanding issues.	0.60	\$177.00
12/27/06	David Colletti			
12/27/06	David Colletti	Begin reviewing and revising equity purchase agreement.	0.70	\$206.50
12/27/06	Kenneth K. Bezozo	Begin review of tax issues relating to proposed transaction.	1.60	\$1,200.00
12/27/06	Fletch Johnston			
12/27/06	Sue P. Murphy	Discuss proposed transaction and review proposed dip documents for potential conflicts.	2.00	\$1,120.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
12/27/06	Lenard M. Parkins	Work on pleadings for Highland in response to Motion of Delphi to approve deal with Cerberus and Appaloosa (2.6); extended telephone conference with J. Sharry regarding NDA needed for meeting with Delphi on January 2 (1.3); telephone conference with J. Sharry and R. Fijolek regarding structure of deal to be presented by Highland to Delphi (.4); telephone conference with S. Murphy regarding new DIP credit agreement issues regarding Cerberus chilling the bidding on Delphi by restraints in new credit agreement (.5); telephone conference with P. Daugherty regarding status of various matters (.6).	5.40	\$3,915.00
12/27/06	Jermaine K. Johnson	Monitored the Delphi bankruptcy case docket and circulate pertinent filings to the working group.	1.00	\$195.00
12/27/06	Jermaine K. Johnson	Reviewed the Delphi bankruptcy case docket and advised the working group of recent filings and case status.	1.30	\$253.50
12/27/06	Janice V. Sharry	Prepare draft of confidentiality agreement and review and revise same (1.6); review objection motion and provide comments to Mr. Parkins and Ms. Elkin (2.0); discuss preparation of documentation with Mr. Colletti, Mr. Johnston and Ms Shurtleff (.4).	4.00	\$2,380.00
12/27/06	Judith Elkin	Revise objection to Appaloosa Cerberus proposal (6.6); telephone conference with Mr. Parkins (2); telephone conference with Ms Lyda (.1); telephone conference with Ms Sharry (.1); telephone conference with Ms Lyda regarding additional changes and make same (.2); telephone conference with Ms Murphy regarding DIP issues (.2).	7.40	\$5,365.00
12/27/06	Ashley Shurtleff	Review terms and provisions of the Senior Debt Indenture and Subordinated Debt Indenture (3.5 hours); analyze whether the unsecured debt of the Company may be paid in full or reinstated pursuant to the terms of such Indentures (1 hour); draft memorandum discussing the terms and provisions of the Senior Debt Indenture and Subordinated Debt Indenture (3 hours).	7.50	\$2,100.00
12/27/06	John Penn	Continued work on draft memo [REDACTED]	4.60	\$2,461.00
12/27/06	Debra Hatter	[REDACTED]		
12/27/06	Richard Fijolek	Consider structure for investment.	1.00	\$595.00
12/27/06	Brian Hail	[REDACTED]		

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
12/27/06	Jeffrey M. Slade	Analyze restrictions imposed by the Bankruptcy Court in the Trading Order; analyze attribution and aggregation rules involving net operating losses and Internal Revenue Code Section 382; consider tax consequences of acquisitions of stock of a loss corporation by multiple funds; prepare memorandum regarding acquisition of Delphi common stock and [REDACTED]	5.30	\$1,404.50
12/28/06	Jeffrey M. Slade	Analyze tax restrictions on serving as common investment advisor to multiple investment funds; consider and review issues involved in executing investment decisions involving Delphi stock; telephone conference with Mr. Ciavarra and Mr. Penn; prepare memorandum regarding consequences of acquiring Delphi stock.	4.30	\$1,139.50
12/28/06	Brian Hail	[REDACTED]		
12/28/06	Ashley Shurtleff	[REDACTED]		
12/28/06	John Penn	[REDACTED] conference call with team regarding status and recent developments; telephone conference with Mr. Ciavarra regarding [REDACTED]	4.80	\$2,568.00
12/28/06	Jermaine K. Johnson	Monitored the Delphi bankruptcy case docket and circulate pertinent filings to the working group (1.2); coordinate the service of the Highland objection and response to the Motion for Order Authorizing and Approving the Equity Purchase and Commitment Agreement via overnight mail and electronic transmission, per the court's notice procedures order (1.5).	2.70	\$526.50
12/28/06	Kenric D. Kattner	Numerous telephone conferences with client regarding structure of objection to be filed (2.0); revise and edit objection and get filed and served (2.6).	4.60	\$2,461.00
12/28/06	Kourtney Lyda	Finalize pleading for filing and confer with K. Kattner regarding same (.5); conference call regarding outstanding issues (.5).	1.00	\$385.00
12/28/06	Judith Elkin	Review motion to approve replacement DIP financing and related credit agreement (2.0); telephone conference with Mr. Parkins regarding change of control provision in replacement credit agreement (.2); telephone conference with Ms Murphy	6.90	\$5,002.50

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		regarding same (.2); review and revise and then file objection to motion for approval of Appaloosa Cerberus proposal (1.6); prepare limited objection to change of control provision in replacement DIP facility (2.2); telephone conference with Mr. Kattner and Ms Lyda regarding final commitment letter as exhibit to objection (.2); telephone conference with Ms Lyda regarding service issues (.1); telephone conference with Mr. Wynne regarding potential interest of his client in buying certain divisions of Delphi (.2); telephone conference with Mr. Rosenberg regarding miscellaneous case issues (.2).		
12/28/06	Janice V. Sharry	Review revisions to confidentiality agreement (1.0); discuss with Mr. Parkins and Mr. Penn issues regarding trading order (.5); review status of drafts of equity commitment letter and other documents to be prepared for meeting (.5); attend working group call regarding issues to be considered(1.0); prepare e-mail to Mr. Daugherty and others regarding issues relating to financing alternatives (.7); discuss same with Mr. Daugherty and Mr. Parkins (.3); review issues regarding group status and review materials relating to same with Ms. Shurtleff (1.0).	5.00	\$2,975.00
12/28/06	Sue P. Murphy	Continue document review.	0.50	\$280.00
12/28/06	Lenard M. Parkins	Numerous telephone conference with P. Daugherty regarding efforts to sign up investment banker or financial advisor (.8); review with P. Daugherty and G. Stuecheli the draft Highland pleading to be filed in response in opposition to the Motion filed by Delphi(1.7); revisions to pleading to be filed (2.6); internal call with HB team regarding trading order issues, 13D, meeting in Michigan, discovery issues(2.1).	7.20	\$5,220.00
12/28/06	David Colletti	Calls to update status of deal and meeting next week and documents being prepared with internal working group.	0.80	\$236.00
12/28/06	David Colletti	Draft equity purchase agreement.	6.80	\$2,006.00
12/29/06	David Colletti	E-mails and calls with Ms. Sharry and Mr. Johnston regarding proposed drafts of Equity Purchase Agreement and Plan Support Agreement.	0.60	\$177.00
12/29/06	David Colletti	Review NDA revised draft sent to working group.	0.50	\$147.50
12/29/06	David Colletti	Review amendments to binding commitment letter sent to working group.	0.60	\$177.00
12/29/06	David Colletti	Draft and revise equity purchase agreement.	4.10	\$1,209.50
12/29/06	John Penn	Work on listing of documents and information to be reviewed regarding Trading Order; telephone conference with Mr. Parkins regarding Trading Order issues; telephone conference	4.30	\$2,300.50

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		with Mr. Bezozo regarding Trading Order; revise draft of memo regarding [REDACTED]		
12/29/06	Kenric D. Kattner	Review protective order (1.2); review and comment on confidentiality agreements (1.2)	2.40	\$1,284.00
12/29/06	Lenard M. Parkins	Numerous telephone conference with HB team regarding discovery, [REDACTED] and 13 D issues (1.4); numerous telephone conference with with P. Daugherty and J. Sharry regarding 13D and other issues including NDA for meeting on January 2 with Delphi (2.4). [REDACTED] [REDACTED] telephone conference with J. Penn regarding trading order issues (1.1)	4.90	\$3,552.50
12/29/06	Kenneth K. Bezozo	Review and analyze tax issues relating to proposed transaction; discuss same with Mr. Penn and Mr. Parkins.	4.70	\$3,525.00
12/29/06	Kourtney Lyda	Review and revise Limited Objection to debtor's Motion to refinance DIP Facility.	0.50	\$192.50
12/29/06	Carlo Romero	Prepare analysis and inquiries regarding UPE information; further review and analyze said UPE information and applicable HSR regulations.	1.70	\$476.00
12/29/06	Janice V. Sharry	Work on revisions to confidentiality agreement (2.0); work on side letter clarifying the proposal letter (1.6); work on review of 13D group requirements and other issues for meeting on Tuesday (1.2); discuss issues for meeting with Mr. Parkins and Mr. Daugherty (.5).	5.30	\$3,153.50
12/29/06	W. Scott Wallace	Office conference with Ms. Sharry regarding various issues in connection with potential transaction; review confidential information and non-disclosure agreement submitted by Delphi and proposed revisions thereto.	1.00	\$560.00
12/29/06	Jeffrey M. Slade	Analyze consequences of acquiring Delphi stock; review memorandum regarding [REDACTED]	0.30	\$79.50
12/29/06	Judith Elkin	Review and revise letter on bond claims (.4); telephone conference with Ms Sharry and Mr. Parkins (.3); correspondence with group regarding subpoenas, discovery and confidentiality agreements (.5); review confidentiality agreement and discuss issues with Mr. Parkins (.5).	1.70	\$1,232.50
12/29/06	Richard Fijolek	Consider structuring issues.	0.40	\$238.00
12/29/06	Debra Hatter	[REDACTED]		
12/30/06	Kenric D. Kattner	Review draft stipulation from debtor and comment thereon	4.20	\$2,247.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		(1.2); Review new objections filed to motion (1.4); Review court order on discovery and other discovery related pleadings (0.8); Begin drafting document requests to Appaloosa (0.8).		
12/30/06	Kourtney Lyda	Conference call regarding depositions and protective order (1.0); receive and review Meghi engagement letter and confer with L. Parkins regarding same (.2).	1.20	\$462.00
12/30/06	Brian Hail	Confer with Hogan at Skadden re discovery, protective order. Review objections filed by committee, others.	2.70	\$1,552.50
12/30/06	Lenard M. Parkins	Extended telephone conference with J. Dondero, P. Daugherty, G. Stuecheli regarding [REDACTED] (1.1).	1.10	\$797.50
12/31/06	Brian Hail	Review discovery requests, objections filed by committee, others. Review case management orders, scheduling orders for hearing on motion to approve investment contract.	3.30	\$1,897.50
12/31/06	Kenric D. Kattner	Teleconference with counsel for Delphi regarding discovery issues (0.4); revise and edit draft stipulation regarding discovery (1.5); review other objections to motion (.8); review other depos notices and document requests (1.4)	4.10	\$2,193.50
12/31/06	Lenard M. Parkins	Work on engagement letter with Highland financial advisor (0.7).	0.70	\$507.50
12/31/06	Kourtney Lyda	Review and revise engagement agreement with Loughlin Meghji + Company.	1.10	\$423.50
12/31/06	Judith Elkin	Review and comment on revisions to confidentiality agreement (.5); review and comment on draft engagement letter with Loughlin Meghji (.4); correspondence with Mr. Parkins regarding objection to DIP financing and contacting Skadden regarding same (.3); correspondence with Mr. Rosenberg regarding meeting with UCC counsel (.2)	1.40	\$1,015.00
12/31/06	Lenard M. Parkins	Preparation for and conduct conference call with Mr. Hogan from Skaddden regarding protective order for Highland discovery and regarding scope of 30b6 deposition fo Highland in Dallas on Friday the 5th of January(0.9); review Kattner language suggestion to protective order and send same to Skadden for resolution of outstanding issue (.5).	1.40	\$1,015.00

Total Chargeable Hours 519.30

Total Fees \$268,093.50

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EXPENSE SUMMARY

<u>Description</u>	<u>Amount</u>
Facsimile Expense	\$24.00
Fax	\$31.00
Federal Express	\$1,088.78
Lexis	\$611.28
Long Distance Phone Expense	\$2.55
Meals	\$10.72
Photocopy Expense	\$760.80
Secretarial Overtime Expense	\$240.00
Special Delivery Courier Service	\$222.90
Staff Billable Hours Expense	\$220.00
Support Vendors	\$180.27
Telephone Calls	\$13.33
Westlaw	\$176.08

Total Current Costs \$3,581.71

Total Fees and Costs *(See Remittance Statement for Total Due)* **\$271,675.21**

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Delphi Corporation

The following is a summary of the time dedicated and the fees charged on an average hourly rate basis to this matter by the Firm's professional staff:

	Hours	Rate*	Fee
Thomas A. Howley	12.00	\$495.00	\$5,940.00
E A. Tiller	4.40	\$495.00	\$2,178.00
Kenric D. Kattner	48.60	\$535.00	\$26,001.00
Judith Elkin	43.20	\$725.00	\$31,320.00
Richard Fijolek	10.60	\$595.00	\$6,307.00
Taylor H. Wilson	3.70	\$515.00	\$1,905.50
Brian Hail	16.40	\$575.00	\$9,430.00
Debra Hatter	21.30	\$425.00	\$9,052.50
Kenneth K. Bezozo	6.30	\$750.00	\$4,725.00
Lenard M. Parkins	103.00	\$725.00	\$74,675.00
Vicki Martin-Odette	4.50	\$490.00	\$2,205.00
Sue P. Murphy	2.50	\$560.00	\$1,400.00
John Penn	18.40	\$535.00	\$9,844.00
W. Scott Wallace	16.20	\$560.00	\$9,072.00
Arthur T. Carter	2.00	\$495.00	\$990.00
Janice V. Sharry	40.20	\$595.00	\$23,919.00
David Colletti	30.60	\$295.00	\$9,027.00
Ivo Djambov	4.70	\$280.00	\$1,316.00
Fletch Johnston	6.00	\$335.00	\$2,010.00
Kourtney Lyda	32.00	\$385.00	\$12,320.00
Jeffrey M. Slade	9.90	\$265.00	\$2,623.50
Jason P. Bloom	4.10	\$280.00	\$1,148.00
Carlo Romero	25.30	\$280.00	\$7,084.00
Ashley Shurtleff	36.50	\$280.00	\$10,220.00
Ian Wood	5.70	\$210.00	\$1,197.00
Jermaine K. Johnson	11.20	\$195.00	\$2,184.00

* average hourly rate

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	<u>Hours</u>	<u>Rate*</u>	<u>Fee</u>
Total	519.30		\$268,093.50

* average hourly rate

Highland Capital Management, L.P.
ATTN: Accounting Department
13455 Noel Road, Suite 800
Two Galleria Tower
Dallas, TX 75240

ACCOUNTING RECAP

Requesting Attorney Taylor H. Wilson
Delphi Corporation
Client/Matter B/M: 0034882.00063

For Professional Services Rendered From December 1, 2006 Through December 31, 2006 as follows:

<u>Fees</u>	<u>Expenses</u>	<u>Applications</u>	<u>Total Due</u>
\$268,093.50	\$3,581.71	\$0.00	\$271,675.21

Highland Capital Management, L.P.
ATTN: Accounting Department
13455 Noel Road, Suite 800
Two Galleria Tower
Dallas, TX 75240

Client/Matter: 0034882.00063

Tax Identification Number: 75-1312888

Delphi Corporation

Requesting Attorney Taylor H. Wilson

Requesting Attorney Phone: (214)651-5615

REMITTANCE PAGE

For Professional Services Rendered Through December 31, 2006

Remit to:

HAYNES AND BOONE, L.L.P.
P.O. Box 841399
Dallas, TX 75284-1399

Total Fees \$268,093.50

Total Expenses and Services \$3,581.71

Total Amount Due \$271,675.21

WIRING INSTRUCTIONS FOR OPERATING ACCOUNT:

BANK OF AMERICA 100 West 33rd STREET New York, NY 10001

FOR CREDIT TO THE ACCOUNT OF HAYNES AND BOONE, LLP

ABA NO. 0260-0959-3 OPERATING ACCOUNT NO. 018-08-3729-4

SWIFT Address: BOFAUS3N

For ACH Payments

FOR CREDIT TO THE ACCOUNT OF HAYNES AND BOONE, LLP

ABA NO. 111-000-025 OPERATING ACCOUNT NO. 018-08-3729-4

PLEASE REFERENCE INVOICE NUMBER: 20337328

RESPONSIBLE ATTORNEY: Taylor H. Wilson

CLIENT MATTER NUMBER: 0034882.00063